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Gary E. Susser
Attorney at Law
FL BAR #622710

2755 S. Federal Hwy., Suite #13
Boynton Beach, FL 33435-7743

Telephone (407) 735-4636
Fax (407) 735-4637

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

June 19, 1996

RE: PEARLS OF PALM BEACH, INC.

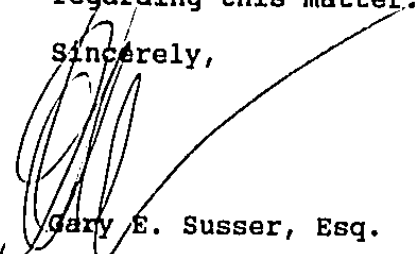
Dear Sirs/Ladies,

300001875133
-06/25/96--01104--001
*****70.00 *****70.00

Enclosed please find the original and an extra set of Articles of Incorporation for immediate filing. I enclose my check in the amount of \$70.00 to cover the filing fees. Please return the filed papers in the SASE provided for that purpose.

Thank you for your prompt attention to this matter. Please feel free to contact the undersigned if there any questions regarding this matter.

Sincerely,


Gary E. Susser, Esq.

Encs. as stated

FILED
96 JUN 24 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PEARLS OF PALM BEACH, INC.**

96 JUN 26 AM 7:45
SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Pearls of Palm Beach, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 2755 S. Federal Hwy. Suite #17, Boynton Beach, FL 33435-7743.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Carol A. Solotoff, 2755 S. Federal Hwy. Suite #17, Boynton Beach, FL 33435.

ARTICLE V. INCORPORATORS.

The names and street address of the incorporators to these articles of incorporation are Carol A. Solotoff, 2755 S. FEDERAL Hwy. Suite #17, Boynton Beach, FL 33435.

ARTICLE VI PURPOSE.

The general nature of the business to be transacted by the corporation is to engage in any business permitted under the laws of the State of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director. The number of the directors may be changed from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial directors are as follows:

Carol A. Solotoff
2755 S. FEDERAL Hwy.
Suite #17
Boynton Beach, FL 33435.

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law and shall commence its corporate existence upon the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation on this 19th day of June 1996.


Carol A. Solotoff, President

Signature/Title


Designation and Acceptance of Registered Agent

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PEARLS OF PALM BEACH, INC.
2. The name of the registered agent is Carol A. Solotoff.
3. The address of the registered agent/registered office is 2755 S. Federal Highway, Suite #17, Boynton Beach, FL 33435-7743

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: Carol A. Solotoff
561-731-3287(O)

Date: June 19, 1996

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