



**PORTER, WRIGHT,  
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Attorneys & Counselors at Law

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October 8, 1996

Secretary of the State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

300001970403  
-10/10/96--01033--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Naples Pearls, Inc.

Dear Sir:

Enclosed you will find two original executed Articles of Incorporation for Naples Pearls, Inc. for filing with the Secretary of the State of Florida.

I have enclosed a check made payable to the Secretary of the State in the amount of \$70.00 for the filing fees.

Please acknowledge said filing by returning a certified copy of same to me in the enclosed self-addressed, stamped envelope.

If you should have any questions, please do not hesitate to call me on our toll free number listed above. Thank you for your assistance in this matter.

Sincerely,

PORTER, WRIGHT, MORRIS & ARTHUR

Jeffrey S. Kannensohn

JSK/csg  
Enclosures

NAPLES/54857 01

96 OCT 10 PM 3:15  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

af 10/14/96

EFFECTIVE DATE

10/7/96

FILED  
SECRETARY OF STATE  
CORPORATIONS  
96 OCT 10 PM 3:15

**ARTICLES OF INCORPORATION  
OF  
NAPLES PEARLS, INC.**

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is:

NAPLES PEARLS, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103 and the name of the initial Registered Agent of this Corporation at that address is JEFFREY S. KANNENSOHN.

#### **ARTICLE V - CORPORATION'S PRINCIPAL OFFICE**

This corporation's principal offices and mailing address are: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

#### **ARTICLE VI - RESTRICTIONS ON MEMBERSHIP**

##### **TO BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

JEFFREY S. KANNENSOHN  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

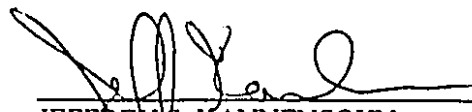
#### **ARTICLE IX - DURATION**

The existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

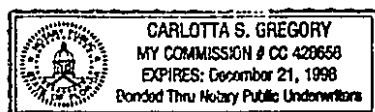
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of October, 1996.

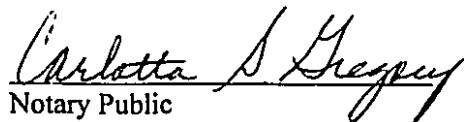
  
JEFFREY S. KANNENSOHN  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 7th day of October, 1996, before me, an officer duly authorized and acting, personally appeared JEFFREY S. KANNENSOHN to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last above written.



  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First --That **NAPLES PEARLS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named **JEFFREY S. KANNENSOHN**, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

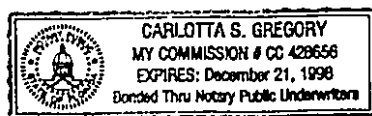
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

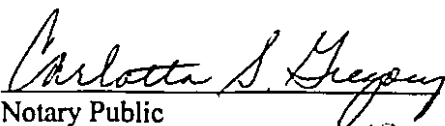
  
\_\_\_\_\_  
JEFFREY S. KANNENSOHN, Resident Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 7th day of October, 1996, before me, an officer duly authorized and acting, personally appeared JEFFREY S. KANNENSOHN, to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last above written.



  
\_\_\_\_\_  
Notary Public

NAPLES/54851 01

OCT 10 1996  
CLERK OF THE COURT  
STATE OF FLORIDA