

P9200012087

Secretary of State
Division of Corporations
Corp Records Bureau
409 E. Gaines St
Tallahassee, FL 32399

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-02/07/97--01079--011
*****70.00 *****70.00

ATTENTION: Bobbie Eldridge
RE: Black Pearl Investments, Inc.

Dear Bobbie Eldridge

Enclosed please find the original and one copy of the Articles of Incorporation , together with my check in the amount of \$70.00.

This represents the cost of the Filing fees, and Fee for Registered Agent Designation for the above named corporation.

Please return one stamped copy with your letter that states the charter number.

Sincerely,

Jim Kent
2810 S.W. 122 Ave
Miami, FL 33175
305-220-8477

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97FEB-6 AM11:59

NOTE: WE ARE ENCLOSING A FEDERAL EXPRESS AIRBILL ADDRESSED AND
READY TO MAIL FOR IMMEDIATE RETURN.....PLEASE.

 2/5

ARTICLES OF INCORPORATION

of

Black Pearl Investments, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby incorporate under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Black Pearl Investments, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated 'Common Shares.'

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	Black Pearl Investments, Inc.		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	FLORIDA	ZIP 33319

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Robert Mitchell		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	FLORIDA	ZIP 33319

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Robert Mitchell		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	STATE FL	ZIP 33319
NAME	Terry Sands		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	STATE FL	ZIP 33319
NAME			
ADDRESS			
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert Mitchell		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	STATE FL	ZIP 33319
NAME	Terry Sands		
ADDRESS	4500 N. State RD. 7 #326		
CITY	Lauderdale Lakes	STATE FL	ZIP 33319
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5th day of February, 1997.

[Signature] (Seal)
Terry Sands (Seal)
 _____ (Seal)

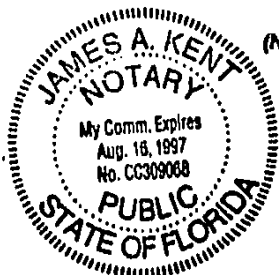
STATE OF FLORIDA)
 COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Robert Mitchell
Terry Sands

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that They executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 5th day of FEB, 1997.



(Notary Seal)

James A. Kent
 (Notary Public, State of Florida at Large)
 My Commission expires:

JAMES A. KENT
 Notary Public, State of Florida
 My Comm. expires Aug 16, 1997
 No. CC309068

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Black Pearl Investments, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4500 N. State RD. 7 #326
Lauderdale Lakes, FL 33319

has named Robert Mitchell
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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