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December 22, 1997

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

800002381698--8
-12/24/97--01019--013
*****70.00 *****70.00

Re: BLUE PEARL CORPORATION

To Whom It May Concern:

I have enclosed for filing the following documents and a check for Seventy Dollars (\$70.00) made payable to the Department of State:

- (i) One original and one copy of the Articles of Incorporation; and
- (ii) One original and one copy of the Certificate of Designation of Registered Agent.

Please note that the effective date of incorporation is January 1, 1998. Copies of the filed documents should be returned to the above address.

Thank you.

Sincerely yours,

William J Kananack

William J. Kananack

EFFECTIVE DATE
1-1-98

FILED
97 DEC 24 PM 1:59
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

C: P. Markel

CB
12-26-97

ARTICLES OF INCORPORATION
OF
BLUE PEARL CORPORATION

EFFECTIVE DATE
1-1-98

FILED
97 DEC 24 PM 1:59
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of the Corporation is BLUE PEARL CORPORATION. The address of the principal office of the Corporation is 6800 Woodlake Drive, NE, Unit 202, Palm Bay, FL 32905.

ARTICLE II

Effective Date

The effective date of incorporation shall be January 1, 1998. The Corporation shall have perpetual existence.

ARTICLE III

Purpose

The purposes for which the business will be conducted or promoted are:
To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right may be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI

Registered Office and Agent

The street address of the initial registered office of this Corporation 6800 Woodlake Drive, NE, Unit 202, Palm Bay, FL 32905. The name of the initial registered agent at that address is Philip A. Markel.

ARTICLE VII

Board of Directors

The business of this Corporation shall be managed by the Board of Directors. Initially, this Corporation shall have one director. 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. The name and address of the initial director of the Corporation is:

Philip A. Markel	6800 Woodlake Drive, NE
	Unit 202
	Palm Bay, FL 32905.

ARTICLE VIII

Incorporator

The name and address of the individual signing these Articles of Incorporation is:

Philip A. Markel	6800 Woodlake Drive, NE
	Unit 202
	Palm Bay, FL 32905.

ARTICLE IX

Indemnification

This Corporation shall to the fullest extent permitted by Florida Statutes, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by such sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

Amendment

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any right conferred on the shareholders is subject to this reservation.

ARTICLE XI

Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on December 22, 1997.


PHILIP A. MARKEL

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

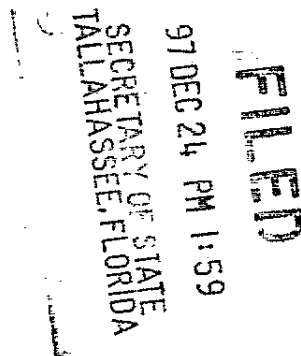
The undersigned Corporation, organized under the laws of the State of Florida,
submits the following statement designating the registered office/registered agent, in
the State of Florida.

The name of the Corporation is:

BLUE PEARL CORPORATION

The name and address of the initial registered agent is:

PHILIP A. MARKEL
6800 WOODLAKE DR., NE
UNIT 202
PALM BAY, FLORIDA 32905



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered
agent of BLUE PEARL CORPORATION at the initial registered office of this Corporation as
set forth above. 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.

Dated this 22st day of December, 1997.



PHILIP A. MARKEL