

P99 000042240

2720 NE 8TH AVENUE # 4
WILTON MANORS, FL 33334

April 12, 1999

FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

800002838678--8
-04/15/99-01029-002
****122.50 *****78.75

ATTN: CORPORATE DOCUMENTS SUPERVISOR
NEW FILINGS SECTION

DEAR SIR/MADAM:

CULTURED PEARL WORLD, INC

Enclosed find three copies of the Articles of Incorporation of A . a proposed Florida profit corporation.

Also enclosed is a check for \$ 122.50 to cover filing fees.

Sincerely,


Robert Santorelli

RS/sc

FILED
99 MAY 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 16, 1999

ROBERT SANTORELLI
2720 NE 8TH AVENUE #4
WILTON MANORS, FL 33334

SUBJECT: LIL, INC.
Ref. Number: W99000009082

We have received your document for LIL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 399A00019537

FILED

99 MAY 10 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CULTURED PEARL WORLD, INC.

ARTICLE I

NAME

The name of this corporation is **CULTURED PEARL WORLD, INC.**

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, or deal in, any goods, wares, merchandise, or other real and personal property; and services of every class, kind and description. This corporation shall be authorized to transact any business as normally is transacted by a corporation in the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 200 shares of common stock with no par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and its principal office and mailing address is 2541 ARAGON BLVD, # 112 SUNRISE, FL 33322 The name of the initial Registered Agent of this corporation at this address is ROBERT SANTORELLI who can be reached at (954) 748 2020.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

ROBERT SANTORELLI

**2541 ARAGON BLVD # 112
SUNRISE, FL 33322**

ARTICLE VII

INCORPORATOR

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

**ROBERT SANTORELLI
2541 ARAGON BLVD. # 112
SUNRISE, FL 33322**

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or incorporator or former officer, director or incorporator, to the full extent permitted by law.

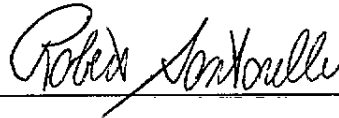
ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6TH day of MAY, 1999

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

A handwritten signature in cursive script, appearing to read "Robert Santorelli", is written over a horizontal line.

Robert Santorelli

SUBSCRIBER AND REGISTERED AGENT

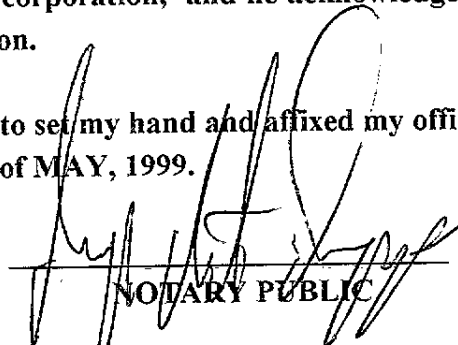
FILED
99 MAY 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

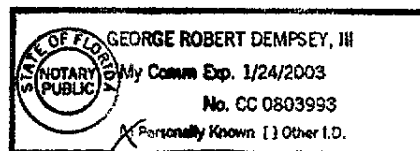
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Robert Santorelli known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6TH day of MAY, 1999.


NOTARY PUBLIC

My commission expires:



FILED
99 MAY 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA