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Florida Department of State
Division of Corporations
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Account Name : CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN, CRIMELLA
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Phone : (305) 743-9427
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FLORIDA PROFIT CORPORATION OR P.A.

Caribbean Pearl Company

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ARTICLES OF INCORPORATION
of
CARIBBEAN PEARL COMPANY

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Caribbean Pearl Company.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one thousand(1000) shares of stock having a par value of \$1.00 each.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 59300 Overseas Highway, Marathon, Florida 33050.

ARTICLE V - INITIAL DIRECTORS

The initial directors of the corporation are Loyal A. Eldridge and Robert Glazer.

John J. Wolfe
2975 Overseas Highway
Marathon, Florida 33050
(305) 743-9427
FL Bar Membership # 0131156

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ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

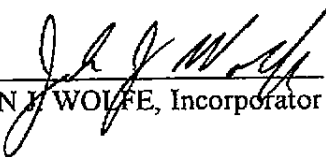
The name and street address of the initial registered agent are John J. Wolfe, 2975 Overseas Highway, Marathon, Florida 33050.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are John J. Wolfe, 2975 Overseas Highway, Marathon, Florida 33050.

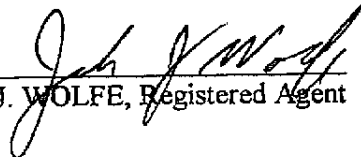
ARTICLE VIII - INDEMNIFICATION.

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


JOHN J. WOLFE, Incorporator

6/3/99
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


JOHN J. WOLFE, Registered Agent

6/3/99
Date

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