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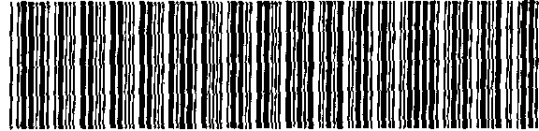
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HALLMARK LENDING, INC. TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

SUBJECT: HALLMARK LENDING, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above Corporation and a check in the amount of \$70.00.

FROM:

Robert Fernandez
Name

13605-4 North 21st Street
Address

Tampa FL 33613
City, State & Zip

(813) 876-3922
Daytime Telephone Number

The undersigned incorporators, desiring to form a **corporation for profit**, under Florida Statutes Chapter 607-0101 et seq., hereby execute and acknowledge these

ARTICLES OF INCORPORATION

of

HALLMARK LENDING, INC.

ARTICLE I: NAME

The name of the Corporation shall be **HALLMARK LENDING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be

**13605-4 NORTH 21ST STREET
TAMPA FL 33613**

ARTICLE III: PURPOSE

This Corporation is formed for the purpose of conducting any business or business transaction lawfully permitted by the Florida Business Corporation Act.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of capital stock to be issued by this Corporation will be 7500 shares of common stock, with a par value of \$1.00 per share, the consideration for which may be paid by money, property, or services as may be fixed by the board of directors from time to time.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this Corporation shall be **13605-4 NORTH 21ST STREET, TAMPA FL 33613** and the initial registered agent of this Corporation shall be **ROBERT FERNANDEZ**, who is familiar with the obligations of that position and whose signature on these Articles constitutes his acceptance of this appointment. This Corporation shall have the right to change such registered office and registered agent from time to time as provided by law.

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ARTICLE VI: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE VII: AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII: DURATION

This Corporation shall have perpetual existence.

ARTICLE X: INITIAL OFFICERS OF THE CORPORATION

The following persons are hereby elected to the offices of the Corporation set out beside their name below, to serve as such until a successor or successors are chosen and qualified:

President	ROBERT FERNANDEZ
Vice-President	MARILYN FERNANDEZ
Secretary	MARILYN FERNANDEZ
Treasurer	MATTHEW GRIMSHAW

ARTICLE XI: INITIAL DIRECTORS OF THE CORPORATION

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and address of the initial directors of this Corporation are:

**ROBERT FERNANDEZ
MARILYN FERNANDEZ
MATTHEW GRIMSHAW**

**13605-4 NORTH 21ST STREET
TAMPA FL 33613**

ARTICLE XII: INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XIII: INDEMNIFICATION

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

ARTICLE XIV: INCORPORATORS NAMES AND ADDRESS

The names and address of the incorporators of **HALLMARK LENDING, INC.** are:

ROBERT FERNANDEZ as to 50% Ownership
MARILYN FERNANDEZ as to 50% Ownership

**13605-4 NORTH 21ST STREET
TAMPA FL 33613**

Signed by the incorporators this 12 day of January, 2005.



ROBERT FERNANDEZ



MARILYN FERNANDEZ

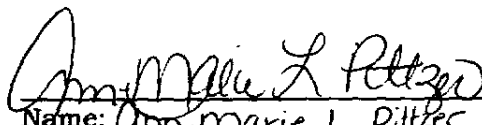
State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me this day, personally appeared **ROBERT FERNANDEZ** and **MARILYN FERNANDEZ** to me known to be the individuals described in the foregoing Articles of Incorporation and acknowledge before me that they executed the same for the purpose therein expressed and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 12 day of January, 2005.

Seal:





Name: Ann-Marie L. Pitzer
Notary Public, State of Florida

REGISTERED AGENT'S ACCEPTANCE

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



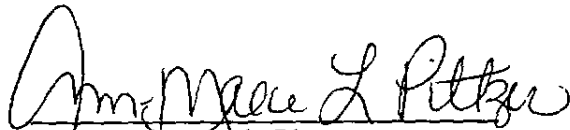
ROBERT FERNANDEZ
Registered Agent

State of Florida
County of Hillsborough

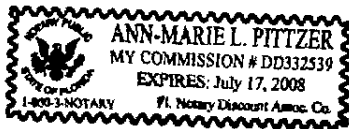
I HEREBY CERTIFY that before me on this day, personally appeared **ROBERT FERNANDEZ**, known to me and who acknowledged before me that he executed the registered agent's acceptance above.

WITNESS my hand and official seal in the County and State named above
this 12 day of January, 2005.

Seal:



Name: Ann-Marie Pittzer
Notary Public, State of Florida



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