

Division of Corporations

Page 1 of 2

PO00000034992

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000015333 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : DAVID J. HART, P.A.
Account Number : I19990000143
Phone : (305)577-9977
Fax Number : (305)577-0095

FILED
00 APR -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Sears Worldwide, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

4-06-2000 8:31AM FROM DAVID J. HART 3055770095
1030/487-6931 04/06/00 08:33 PM Dept of State p1 / 1

P.3



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2000

DAVID J HART

SUBJECT: SEARS WORLDWIDE
REF: W00000009161

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000015333
Letter Number: 700A00018805

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

4-06-2000 8:30AM

FROM DAVID J. HART 3055770095

P. 2

H00000015333 6

**ARTICLES OF INCORPORATION OF
SEARS WORLDWIDE, INC.**

The undersigned acknowledges and files in the office of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these articles of incorporation as by law provided.

ARTICLE I

NAME

The name of the corporation shall be: **SEARS WORLDWIDE**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Corporation shall be:

**C/O DAVID J. HART, P.A.
100 N. BISCAYNE BLVD., #2600
Miami, FL 33132**

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation shall be:
To transact any and all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon corporation formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

SHARES

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock with no (\$0) par value. Any consideration to be paid for each share shall be fixed by the Board of Directors.

David J. Hart, P.A.
100 N. Biscayne Boulevard, Suite 2600
Miami, FL 33132
Telephone (305) 577-9977
Fax (305) 577-0095
Florida Bar # FL 85019 5
H00000015333 6

FILED
00 APR - 6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000015333 6

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation is (1) as follows:

- a) **DIRECTOR**
Bertram Sears
C/O David J. Hart, P.A.
100 N. Biscayne Blvd., Suite 2600
Miami, FL 33132

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the corporation is:

**DAVID J. HART
100 N. BISCAYNE BLVD. - SUITE #2600
MIAMI, FLORIDA 33132**

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

**DAVID J. HART
100 N. Biscayne Boulevard, Suite 2600
Miami, FL 33132**

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

H00000015333 6

4-06-2000 8:31AM

FROM DAVID J. HART 3055770095

P. 5

H00000015333 6

ARTICLE X

GENERAL PROVISIONS

- (a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever;
- (b) A director of the corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this

5th

DAY OF

April

2000

BY:



DAVID J. HART

H00000015333 6

H00000015333 6

STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

I The name of the Corporation is: **SEARS WORLDWIDE, Inc.**

II The name and address of the registered agent and office is:

**DAVID J. HART
100 N BISCAYNE BLVD. - SUITE #2600
MIAMI, FLORIDA 33132**

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 such 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.

BY:



DAVID J. HART

DATED: April 5, 2000
MIAMI, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 AM 10:25

FILED

H00000015333 6