

# P01000020048

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UPCHURCH & ESPOSITO, P.A.

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January 22, 2001

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-02/22/01--01094--015  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Handleman Framing, Inc.

**EFFECTIVE DATE**  
02-15-01

Dear Sir/Madam:

I enclose herewith Articles of Incorporation of the above-named newly formed corporation. Please file the same and furnish me a certified copy.

You will note that Article X of the Articles of Incorporation sets out the name and address of the Registered Agent of the corporation.

Likewise enclosed is my check payable to the Secretary of State in the amount of \$122.50, which I estimate to be sufficient to cover the charges for filing fee (\$35.00), Registered Agent's fee (\$35.00) and certified copy of the charter document (\$52.50). If there is any additional charge, please advise and I will be happy to remit same.

Sincerely yours,

 Dee Murphy GAVE  
H. Davis Upchurch, Jr.

enclosures  
cc David Handleman  
HDU/dmm

AUTHORIZATION BY PHONE TO  
CORRECT eff. date  
DATE 2-23-01  
DOC. EXAM ajc

FILED  
01 FEB 22 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ajc*  
2/23

*This instrument was prepared by:*  
H. Davis Upchurch Jr., Esq.  
Upchurch & Esposito P.A.  
1510 N. Ponce de Leon Blvd.  
St. Augustine, Florida 32085  
Telephone (904) 825-1990

**FILED**  
01 FEB 22 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**HANDLEMAN FRAMING, INC.**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 (2001), does hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of the corporation is HANDLEMAN FRAMING, INC.

**ARTICLE II**  
**Nature of Business**

**EFFECTIVE DATE**  
02-15-01

The general nature of the business to be transacted by this corporation is Framing, and any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**Shares of Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock at par value of one dollar (\$1.00) per share.

**ARTICLE IV**  
**Initial Capital**

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

**ARTICLE V**  
**Effective Date**

The effective date of incorporation shall be Feb. 15, 2001.

**ARTICLE VI**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VII**  
**Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than two (2) nor more than five (5).

**ARTICLE VIII**  
**Initial Directors and Officers**

The name and residence and post office address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>DAVID HANDLEMAN</u> <u>President</u>	<u>11 Bulow Woods Circle</u> <u>Flagler Beach, FL 32136</u>	
<u>JUDITH HANDLEMAN</u> <u>Secretary/Treasurer</u>	<u>11 Bulow Woods Circle</u> <u>Flagler Beach, FL 32136</u>	

**ARTICLE IX**  
**Subscribers**

The name and address of the subscriber to these Articles of Incorporation is: DAVID HANDLEMAN, 11 Bulow Woods Circle, Flagler Beach, Florida 32136.

**ARTICLE X**  
**Preemptive Rights**

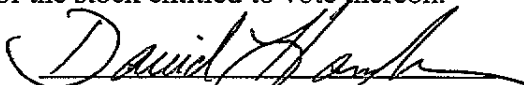
The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630 (2001).

**ARTICLE XI**  
**Principal Office and Registered Agent**

The street address of the principle office of the corporation is 11 Bulow Woods Circle, Flagler Beach, Florida 32136, and the name and address of the registered agent for the service of process is H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon, Saint Augustine, Florida, 32084.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.

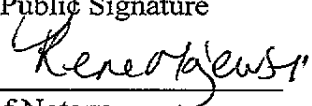
  
DAVID HANDLEMAN, President

STATE OF FLORIDA  
COUNTY OF SAINT JOHNS

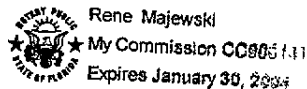
*County Flagler*

The foregoing instrument was acknowledged before me this 19 day of January, 2001, by DAVID HANDLEMAN. Such persons did not take an oath and is personally known to me; \_\_\_\_\_ produced a current Florida driver's license as identification; \_\_\_\_\_ produced \_\_\_\_\_ as identification.

  
Notary Public Signature

  
Name of Notary

{Seal}



My commission expires:

*Jan 30, 2004*

**Designation of Registered Office**  
**and Registered Agent**

Pursuant to the provisions of Sec. 607.0501 Fla.Stat.(2001), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is HANDLEMAN FRAMING, INC.

2. The name and address of the registered agent and office is: H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon Blvd., Saint Augustine, Florida, 32085.

Having been named as Registered Agent for the service of process for the above name corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.

  
H. Davis Upchurch, Jr., Esq.

1/23/61  
Date

FILED  
01 FEB 22 AM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA