

Diana E. Childers, Esq.

38434 Fifth Avenue  
Zephyrhills, Florida 33540

RECEIVED DATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

201000114798

November 27, 2001

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

Re: *Handcart Productions Inc.*

600004700746--7  
-11/30/01--01054--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the article of incorporation and a check for \$78.75 for the filing fee and certified copy of the articles of incorporation. At your first opportunity, please file same and return the certified copy to me.

If you have any questions, do not hesitate to contact me.

Sincerely

*Diana E Childers*

Diana E. Childers  
Attorney at Law

/dc  
Encl.

**EFFECTIVE DATE**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
HANDCART PRODUCTIONS INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation (which is hereinafter referred to as corporation) is Handcart Productions Inc..

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

8551 Handcart Road  
Zephyrhills, FL 33544.

**ARTICLE III  
PURPOSE**

The purpose of the corporation is to engage in any and all lawful activities permitted to be done by corporation under the Statutes of the State of Florida.

**ARTICLE IV  
SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$ .01 per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to received the net assets of this Corporation upon dissolution. The board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible benefit including cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE V  
INITIAL OFFICER/DIRECTOR**

The name and residence address of the person constituting the initial board of directors is:

Steven D. Serneels  
8551 Handcart Road  
Zephyrhills, FL 33544.

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Steven D. Serneels  
8551 Handcart Road  
Pasco County  
Zephyrhills, FL 33544.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

Steven D. Serneels  
8551 Handcart Road  
Zephyrhills, FL 33544.

**ARTICLE VIII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally

liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE IX OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

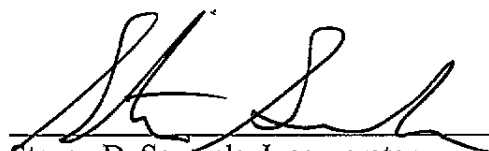
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**ARTICLE X**  
**EFFECTIVE DATE**

The effective date for this corporation is January 1, 2002.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

A handwritten signature in black ink, appearing to read 'S. D. Serneels', is written over a horizontal line.

Steven D. Serneels, Incorporator  
8551 Handcart Road  
Zephyrhills, FL 33544

**CERTIFICATION OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized pursuant to the Laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.

Handcart Productions Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation has named STEVEN D. SERNEELS, 8551 Handcart Road, Zephyrhills, Florida, 33544, located in Zephyrhills, County of Pasco, State of Florida, as its agent to accept service of process within this state.

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 provision of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Registered Agent

Steven D. Serneels