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FILED

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

02 MAR 18 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: HESSON CASTLE Web Sales, INC
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for;

\$78.75

500005113365--5
-03/18/02--01058--018
*****78.75 *****78.75

FROM: WINSTON BAILEY
Name (printed or typed)

14311 NE 2ND CT.
Address

MIAMI FL 33161
City, State & Zip

305 891 4019
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

CB 3-22.

CERTIFICATE OF CORPORATION
Of
HESSEN CASTLE WEB SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge and file with the Secretary of State of Florida, this certificate of incorporation, and to that end we do by this certificate set forth:

ARTICLE I

The name of the corporation shall be HESSEN CASTLE WEB SALES, INC.

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To market and sell any commodity, information, property, ideas of value to any and all consumers of merchandise and information via any and all electronic mediums.
- B. To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified event or events whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired or any other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities or evidence of indebtedness created by any other States of Government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey Real and personal property in this State and in any of the several States, territories, Possessions and dependencies of the United States, and District of Columbia and in Foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and , in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is one hundred (100) shares of Common Stock, which shall have One (\$1.00) Dollar par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is less than the sum of Five Hundred (\$500.00) Dollars:

ARTICLE V

The principal place of business of this corporation is to be located at 14311 NE 2nd Court, Miami, Florida 33161.

ARTICLE VI

The number of directors of this Corporation shall not be less than one (1) nor more than seven (7).

ARTICLE VII

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VIII

The names and post office address of the first Board of Directors are as follows:

Winston Bailey
14311 NE 2nd Court
Miami, Florida 33161

ARTICLE IX

The name and post office address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

Beverley Baxter	50 Shares
191 Mentone Road	
Lantana, Fl. 33462	

Winston Bailey	50 Shares
14311 NE 2 nd Court	
Miami, Fl. 33161	

the proceeds of which amount to Five Hundred (\$500.00) Dollars.

ARTICLE X

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida, Shall have the power to make, alter and repeal the By-Laws and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

C. The corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at a just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holder thereof in person, or by his/her attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

E. The Corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law, and all rights conferred on Officers, Directors and Stockholders herein and granted subject to this reserve.

ARTICLE XI

The Officers of this Corporation are as follows:

Beverley Baxter	President
191 Mentone Road	
Lantana, Fl. 33462	

Winston Bailey
14311 NE 2nd Court
Miami, FL 33161


Vice President/secretary

ARTICLE XII

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.
Pursuant to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said Act:

IN WITNESS WHEREOF, we have hereunto subscribe our names and affixed our seals at Miami, Dade County, Florida, this Twelve (12) day of March, 2002.


Beverley Baxter


Winston Bailey

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.**

1. The name of the corporation is: HESSEN CASTLE WEB SALES, INC.

2. The name and address of the registered agent and office is:

**WINSTON BAILEY
14311 NE 2ND COURT
MIAMI FL 33161**

**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.**


(Signature)

3-12-02
(Date)

TRANSMITTAL LETTER