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LAW OFFICES
McCLELLAND, JONES & LYONS, L.C.

CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS

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April 2, 2003

Writer's e-mail:
cmcclelland1@bellsouth.net

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

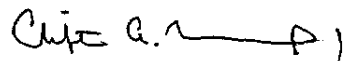
**Re: The Heritage Company, Inc.
Heritage Technologies Corporation
Heritage Staffing I, Inc.**

Dear Sir:

Enclosed for filing, please find original Articles of Incorporation for each of the above-named corporations. A check in the amount of \$210.00 covering the filing fees is also enclosed.

Kindly file the Articles and return confirmation to this office. Thank you.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah
Enclosures

ARTICLES OF INCORPORATION
OF
HERITAGE STAFFING I, INC.

03 APR - 1 PM 1961
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is HERITAGE STAFFING I, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 1,000 shares of \$0.01 par value common stock.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of this corporation in the State of Florida is: William R. Tolley, 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, FL 32935. The stockholders may from time to time move the principal office to any other address in Florida. The principal office of the corporation is 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, FL 32935. The above is also the mailing address.

ARTICLE VII

This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
James D. Carraway	745 Puest Del Sol Indialantic, FL 32903
Maxwell King	1384 Walton Heath Court Rockledge, FL 32955
Thomas J. Sanders, Sr.	331 Seabreeze Drive Indialantic, FL 32903
Nancy L. Wardron	170 Seaview Street Melbourne Beach, FL 32934
William R. Tolley	4250 Pinewood Road Melbourne, FL 32934
Jessie J. Carraway	4308 Wildwood Drive Ayden, NC 28513

The number of the members of the Board and method of the election of the directors shall be stated in the By-Laws, which can be amended from time to time.

ARTICLE VIII

The name and address of the person signing these Articles is:
William R. Tolley.

ARTICLE IX

The initial By-Laws shall be adopted by the Board of Directors who shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. Any provisions that are required to be included in these Articles under FL St. § 607 and are not so included, shall be included in the By-Laws.

ARTICLE X

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

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

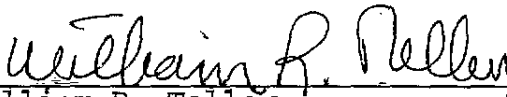
ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sets his hand and seal this 28th day of March, 2003.



William R. Tolley

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 28
day of March, 2003, by William R. Tolley, who (X) is personally
known to me or () who has produced _____
as identification and who (X) did/() did not take an oath.

WITNESS my hand and official seal this 28 day of March,
2003.



Sandra H. Jerome
My Commission DD088842
Expires April 10, 2006

Sandra H. Jerome
Printed Name: SANDRA H. JEROME
Commission Number: DD088842
My Commission Expires: APRIL 10, 2006


STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE
HERITAGE STAFFING I, INC.

03 APR - 4 PM 11:14
TOLSON
STATE
FLORIDA

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as President of HERITAGE STAFFING I, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the corporation.

The street address of the initial registered office of this corporation is 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, FL 32935, and the name of the initial registered agent of this corporation at that address is William R. Tolley.

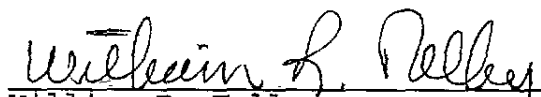
Dated this 28 day of March, 2003.


James D. Carraway, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of HERITAGE STAFFING I, INC., at the initial registered office of the corporation at 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, FL 32935.

Dated this 28th day of March, 2003.


William R. Tolley