

PO3000053905

Florida Department of State
Division of Corporations
Public Access System

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.

(((H03000194870 9)))

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) 205-0381

From:
Account Name : RAPPEL & RAPPEL, P.A.
Account Number : 076043001611
Phone : (772) 778-8885
Fax Number : (772) 778-8883

03 MAY 15 PM 3:50
FILED
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

H R SYSTEMS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

T. SMITH MAY 15 2003

RECEIVED
STATE
TALLAHASSEE, FLORIDA
MAY 15 PM 3:50

05/15/03

Fax Audit No: H030001984870

ARTICLES OF INCORPORATION
OF
HR SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a For Profit Corporation, pursuant to the provisions of Florida Statutes, Section 607, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is:

HR SYSTEMS, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office address and the mailing address of the Corporation are: 2001 9th Avenue, Suite 209, Vero Beach, Florida 32960.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be:

(a) To engage in every phase and aspect of the business of manufacturing and supplying returnable/collapsible bulk bins, for the purposes of transporting produce from supply packinghouses to re-packers or processors of such produce.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting right and power of any or all of his stock.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

(d) At the option of the Corporation, to purchase and acquire the shares owned and held by any shareholder who is deceased in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

(e) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

Fax Audit No: H030001984870

(f) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

(g) The Corporation shall have all the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue two (2) classes of shares of Stock to be designated respectively common and preferred. The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 17,000,000 Shares, as provided for below:

a. Common Stock.

(i) The number of common shares authorized is fifteen million (15,000,000) and shall be divided as follows:

(A) 10,000,000 shares, with a par value of \$0.01 per share, are to be of a class designated as "Class A Common;"

(B) 5,000,000 shares, with a par value of \$10.00 per share, are to be of a class designated as "Class B Common."

(ii) The holders of shares of Common Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

(iii) The holders of shares of Common Stock shall be entitled to one vote for each share of each stock held of record by said holder.

The Class A Common and Class B Common are hereinafter collectively referred to as the "Parent Common Stock."

b. Preferred Stock.

The number of preferred shares authorized is two million (2,000,000), with a par value of \$10.00 per share, and are to be of a class designated "Preferred Stock."

The Preferred Stock may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with distinctive serial designations, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors. Each series of Preferred Stock (i) may have such voting powers, full or limited, or may be without voting powers; (ii) may be subject to redemption at such time or times and at such

Fax Audit No: H030001984870

prices; (iii) may be entitled to receive dividends (which may be cumulative or non cumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (iv) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (v) may be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rates of exchange, and with such adjustments; (vi) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (vii) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation; and (viii) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof; all as shall be stated in said resolution or resolutions providing for the issue of such Preferred Stock. Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock, all subject to the conditions and restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock."

ARTICLE IV - INITIAL CAPITAL

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

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE VI - ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Corporation is: 1515 Indian River Boulevard, Suite A 210, Vero Beach, Florida 32963. The name of the initial registered agent of this Corporation at that address is DEC Consultants, Inc.

ARTICLE VII - DIRECTORS

Its Board of Directors shall manage the business of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). This Corporation shall have two (2) directors initially. The name and address of the initial director of this Corporation is:

NAME
Herman Kitshoff

ADDRESS
4041 Aldergate Place
Winter Springs, Florida 32708

Roger Bickelhaupt

Fax Audit No: H030001984870

1 Vista Garden Trail

No. 107

Vero Beach, Florida 32962

ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of Subscribers and the number of shares of stock each agrees to take, and the value of the consideration therefore is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Herman Kishoff 4041 Aldergate Place Winter Springs, Florida 32708	250,000	\$2,500.00
Roger Bickelhaupt 1 Vista Garden Trail No. 107 Vero Beach, Florida 32962	250,000	\$2,500.00
Rita Chanfrau 2001 9 th Avenue, Suite 209 Vero Beach, Florida 32960	10,000	\$100.00

The name and street address of Incorporator is:

NAME AND ADDRESS
DEC Consultants, Inc.
1515 Indian River Boulevard, Suite A210
Vero Beach, Florida 32963

ARTICLE IX- INDEMNIFICATION

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
1515 Indian River Boulevard, Suite A210
Vero Beach, Florida 32960
772.778.8885/Fax 772.778.8883
Florida Bar No.: 0015156

Page 4 of 6

Fax Audit No: H030001984870

Fax Audit No: H030001984870

persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes, Section 607.1003. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law another domestic entity organized under Florida Statutes, Section 607 to operate hereunder.

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 15th day of May, 2003.

DEC Consultants, Inc.

By: 
Robert Rappel, President

Fax Audit No: H030001984870

**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 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that HR SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named DEC Consultants, Inc., located at: 1515 Indian River Boulevard, Suite A210, Vero Beach, FL 32960, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

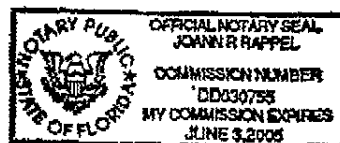
DEC Consultants, Inc.

By: 
Robert Rappel, President

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 5th day of May 2003, by Robert Rappel, President of DEC Consultants, Inc., who is personally known to me and who did not take an oath.


Notary Public
Commission Number:



03 MAY 15 PM 3:50
STATE
TALLAHASSEE, FLORIDA