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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hawerton Designs, Inc

Signature _____

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ARTICLES OF INCORPORATION
OF
HOWERTON DESIGNS, INC.

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TALLAHASSEE, FLORIDA
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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation is: HOWERTON DESIGNS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be One Thousand(1000) shares of common stock of one dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Shareholders.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL STREET ADDRESS

The initial street address of said Corporation is 9827 SW 194 Street, Miami, Florida 33157, with privilege, however, of having branch offices at any other place or places within or without the State of Florida.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

MARK S. HOWERTON	9827 SW 194 Street Miami, Florida 33157
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ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

BRENDA N. HOWERTON	9827 SW 194 Street Miami, Florida 33157
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ARTICLE VIII

INCORPORATORS

The name and address of the persons signing these Articles of Incorporation as the incorporators are:

MARK S. HOWERTON	9827 SW 194 Street Miami, Florida 33157
BRENDA N. HOWERTON	9827 SW 194 Street Miami, Florida 33157

ARTICLE IX

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE XII

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XIII

STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XIV

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Directors as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XV

CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, The undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on November 6, 2003.


MARK S. HOWERTON


BRENDA N. HOWERTON

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned officer personally appeared MARK S. HOWERTON and BRENDA N. HOWERTON, to me known to be the persons described as and are known as the Incorporators and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed, and who are personally known to me and who did (did not) take an oath.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 6 day of November, 2003.


NOTARY PUBLIC, STATE OF FLORIDA
Print: SUSAN DEETS

My Commission Expires:



SUSAN DEETS
MY COMMISSION # DD 134238
EXPIRES: August 11, 2006
Bonded Thru Budget Notary Services

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

DATE: November 6, 2003

In compliance with Chapter 607.034 Florida Statutes, the following is submitted:

HOWERTON DESIGNS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 9827 SW 194 Street, City of Miami, County of Miami-Dade, State of Florida 33157, has named MARK S. HOWERTON, located at 9827 SW 194 Street, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept Service of Process for the above-named Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


MARK S. HOWERTON, Registered Agent

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