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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

11/8/04
SK

WILLIAM J. NIELANDER, P.A.
ATTORNEY AT LAW

WILLIAM J. NIELANDER

Email: wjn@nielander.com
www.nielander.com



172 E. INTERLAKE BLVD.
LAKE PLACID, FL 33852
863-465-8181
FAX - 863-465-5614

November 2, 2004

Florida Department of State
Division of Corporations
ATTN: NEW FILINGS SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: HADRIAN LEISURE, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original in your office, and return one (1) copy to me. I am including my check in the amount of \$70.00 to cover the filing fee.

Thank you for your kind assistance.

Yours Sincerely,


William J. Nielander

WJN/mb

Enclosures

ARTICLES OF INCORPORATION
OF
HADRIAN LEISURE, INC.

04 NOV-3 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is Hadrian Leisure, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is: lease, own, and sell real property

(a) To engage in every aspect and phase of the business of leasing, owning, and selling real property and to engage in every aspect and phase of related businesses.

(b) To engage in every aspect and phase of investing and reinvesting in real, tangible and intangible property.

(c) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the corporation and the initial principal office of the corporation in the State of Florida is in c/o of Frank Williams at 111 E Park Avenue, Lake Placid, FL 33852. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of

its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the stockholders.

ARTICLE VIII. ORIGINAL DIRECTORS

The names and addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
William Leathers	172 E. Interlake Blvd, Lake Placid, FL 33852
Gary Houghton	172 E. Interlake Blvd, Lake Placid, FL 33852

ARTICLE IX. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Leathers	172 E. Interlake Blvd, Lake Placid, FL 33852
Gary Houghton	172 E. Interlake Blvd, Lake Placid, FL 33852

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights under Section 607, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

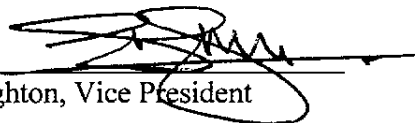
ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 172 E. Interlake Boulevard, Lake Placid, Florida 33852, and as its registered agent, William J. Nielander, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscribers, have hereunto set our hands and seals this ____ day of November, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.



William Leathers, President
Subscriber



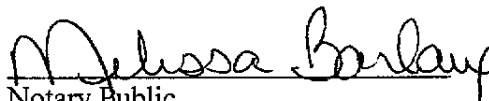
Gary Houghton, Vice President
Subscriber

STATE OF FLORIDA
COUNTY OF HIGHLANDS

THE FOREGOING instrument was acknowledged before me this 2 day of November, 2004, by William Leathers and Gary Houghton who are personally known to me to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

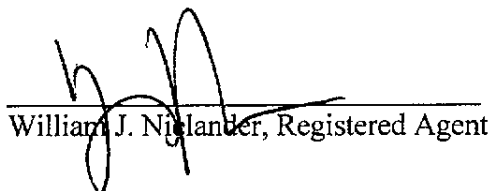


Melissa Barlaug
Commission # CC 987112
Expires Dec. 10, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public,
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

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 provision of said act relative to keeping open said office.


William J. Nijlander, Registered Agent

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00, which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 41 N. Ft. Harrison Ave., Clearwater, FL 33755, and the name of the initial registered agent of the Corporation at that same address is Karlheinz Jung.

ARTICLE VII - PRINCIPAL CORPORATE OFFICE

The principal corporate office of the Corporation is located at 41 N. Ft. Harrison Ave. Clearwater, FL 33755. The mailing address of the corporation is 41 N. Ft. Harrison Ave. Clearwater, FL 33755.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

The Corporation shall have one (1) Director initially. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one. Directors shall be elected and hold office as provided in the Bylaws. The name and address of the initial Director of the Corporation is: Karlheinz Jung, 843 Harbor Island, Clearwater, FL 33767.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Karlheinz Jung, 843 Harbor Island, Clearwater, FL 33767.

ARTICLE X - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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

ARTICLE XIII - EFFECTIVE DATE

For all purposes, the Corporation will be effective as of November 3, 2004.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of November, 2004.

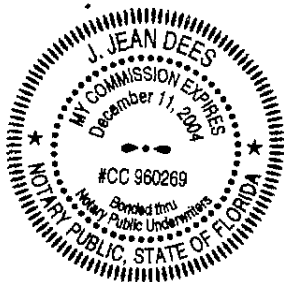

KARLHEINZ JUNG, Subscriber


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Karlheinz Jung, known to me and known by me to be the person who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of November, 2004.





J. JEAN DEES
707 Franklin Street Mall, 8th Floor
Tampa, FL 33602
Notary Public
State of Florida at Large

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TOPCART INTERNATIONAL USA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Clearwater, County of Pinellas, State of Florida, has named Karlheinz Jung, located at 41 N. Ft. Harrison Ave., Clearwater, County of Pinellas, State of Florida, 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 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.

BY: _____

KARLHEINZ JUNG
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA