

# PD5000026469

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To:

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From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**MILAN H&B IMPORTS, INC.**

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ARTICLES OF INCORPORATION

CLERK OF STATE  
TALLAHASSEE, FLORIDA

OF

MILAN H&B IMPORTS, INC.

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

ARTICLE I

NAME AND ADDRESS OF BUSINESS

The name of this corporation is MILAN H&B IMPORTS, INC., and the address of this corporation is 5420 Bay Center Drive, Suite 100, Tampa, Florida 33609.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

- A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

#### ARTICLE IV

##### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5420 Bay Center Drive, Suite 100, Tampa, Florida 33609, and the name of the registered agent of this corporation at that address is Fred H. Miller.

#### ARTICLE VI

##### INCORPORATOR

The names and addresses of the person signing these Articles are:

Robin R. Gardner  
Michelle L. Miller  
Fred H. Miller

#### ARTICLE VII

##### BOARD OF DIRECTORS

A. Initial Board of Directors. The names of the initial directors of the corporation are:

Robin R. Gardner  
Michelle L. Miller  
Fred H. Miller

B. Number and term. The Board of Directors shall be composed of no less than two (2) members who shall be elected at the annual meeting of the shareholders to be held at the time and place prescribed in the By-Laws and can be changed by majority vote of shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold offices for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by new issue.

## ARTICLE VIII

### OFFICERS

- A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

Initial Officers. The names of the initial officers and titles of the corporation are:

Robin R. Gardner	- President
Fred H. Miller	- Vice President and Secretary
Michelle L. Miller	- Treasurer

- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## ARTICLE IX

### INDEMNIFICATION

A. Right to Indemnification. The corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceedings by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgement, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expense actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceedings in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure the benefit of the heirs, executors and administrators of such person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14 day of February, 2005.

  
Robin R. Gardner

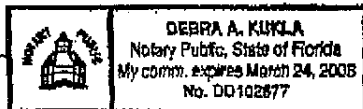
  
Fred H. Miller

  
Michelle L. Miller

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2005, by Robin R. Gardner.

Sworn and subscribed to me  
this 14<sup>th</sup> day of February, 2005.



Robin R. Gardner  
Robin R. Gardner

Produced Drivers License  
License Number 1050420397

Debra A. Kurkla  
Signature of Notary

DEBRA A Kurkla  
Type, Print, or Stamp of Notary

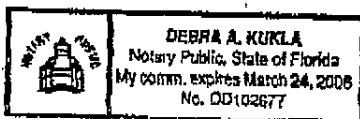
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14<sup>th</sup> day of February, 2005.

Fred H. Miller  
Fred H. Miller

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2005, by Fred H. Miller.

Sworn and subscribed to me  
this 14<sup>th</sup> day of February, 2005.



Fred H. Miller  
Fred H. Miller

Produced Drivers License  
License Number 00460218643000

Debra A. Kurkla

Signature of Notary

Debra A Kukla

Type, Print, or Stamp of Notary

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this \_\_\_\_ day of February, 2005.

Michelle L. Miller  
Michelle L. Miller

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this \_\_\_\_ day of February,  
2005, by Michelle L. Miller.

Sworn and subscribed to me  
this \_\_\_\_ day of February, 2005.

Michelle L. Miller  
Michelle L. Miller

Produced Drivers License

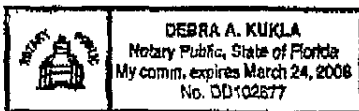
License Number M460552708880

Debra A Kukla

Signature of Notary

Debra A Kukla

Type, Print, or Stamp of Notary



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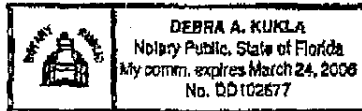
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CLERK OF STATE  
TALLAHASSEE, FLORIDAAcceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated 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.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed to me  
this 19th day of February 2005



Fred H. Miller  
Fred H. Miller

Produced Drivers License

License Number ML6020264300

Debra A. Kukla  
Signature of Notary

Debra A. Kukla  
Type, Print, or Stamp of Notary