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TALLAHASSEE, FLORIDA

2010-30

LAVIGNE, COTON & ASSOCIATES, P.A.

AN INTERNATIONAL LAW FIRM

Partners

James R. LaVigne
Florida Bar Certified – International Law
LL.M. – International Law
London, England

Luis D. Coton
Retired

Associates

Joseph B. McFarland, M.A., LL.M
Member: Florida & New York Bars
deutsch, español, français

Andrea B. Slusser, JD
Member: North Carolina Bar
Se habla español

October 26, 2007

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: S.E. Hartley Enterprises, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for S.E. Hartley Enterprises, Inc.

Also enclosed is a check in the amount of \$78.75 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

James R. LaVigne, Esquire
LaVigne, Coton & Associates, P.A.
7087 Grand National Drive
Suite 100
Orlando, Florida 32819

Your attention to this matter is most appreciated.

Very truly yours,



James R. LaVigne, Esquire
(Signed in Mr. LaVigne's absence to prevent delay)

JRL/pyr
Enclosures

ARTICLES OF INCORPORATION

OF

S.E. HARTLEY ENTERPRISES, INC.

The undersigned initiator to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by the said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the corporation shall be S.E. Hartley Enterprises, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation, with the Department of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation Law, as in effect from time to time, including but not limited to the following purposes:

- (a) To construct, erect, repair, and remodel buildings and structures of all types for itself and others and 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, personal property and services of every class, kind and description;
- (b) To act as broker, agent or factor for any person, firm or corporation.
- (c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

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TALLAHASSEE, FLORIDA

ARTICLE VII

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901 of the Florida Statutes, expressly elects not to be governed by the said Section, pertaining to Affiliated Transactions.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in accordance with its Bylaws, pursuant to an agreement authorized by the Board of Directors with such person or as otherwise permitted under the Florida General Corporation Law.

ARTICLE IX

INITIAL CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is c/o LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819. The street address of the initial registered office of the Corporation is LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819. The name of the initial registered agent of this Corporation at that address is James R. LaVigne, Esquire.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Sharon Elizabeth Hartley
2 Windsor Park Road
Aintree, Liverpool L10 6NF
UNITED KINGDOM

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Sharon Elizabeth Hartley
2 Windsor Park Road
Aintree, Liverpool L10 6NF
UNITED KINGDOM

James R. LaVigne, Esquire
7087 Grand National Drive, Suite 100
Orlando, FL 32819

ARTICLE XII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or 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

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside the state of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- (d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.
- (e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

- (f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.
- (g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.
- (h) The Board of Directors may elect various individuals, whether or not they are members of the Board of Directors, to serve the Corporation as officers. Said officer positions shall be described in the Corporation's Bylaws. Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.
- (i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officers or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.
- (j) The Board of Directors may adopt a set of Bylaws which shall regulate further the affairs of this Corporation. The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed their names this 16th day of ~~September~~, 2007.

October

x S E Hartley

Sharon Elizabeth Hartley - Incorporator

x James R. LaVigne

James R. LaVigne - Incorporator

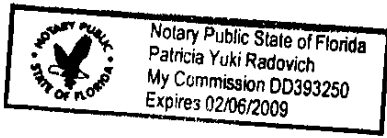
**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, this day personally appeared Sharon Elizabeth Hartley and James R. LaVigne, to me well known and well known to me to be the person described in and who subscribed their name to the foregoing Articles of Incorporation and who acknowledged before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 18th day of ~~September~~ OCTOBER, 2007.

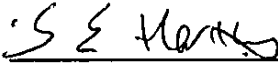


Notary Public, State of Florida
My commission expires: 02/06/2009



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SE. HARTLEY ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business in the City of ORLANDO, Florida, has named James R. LaVigne, Esquire located at LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, FL 32819 as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

DATE: 10/18/07 SIGNATURE: 
Sharon Elizabeth Hartley - Incorporator

DATE: 10/18/07 SIGNATURE: 
James R. LaVigne - Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
James R. LaVigne, Esquire

DATE: 10/18/07

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TALLAHASSEE, FLORIDA