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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 13 AM 11:01

January 12, 1995

BY FEDERAL EXPRESS

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Corporate Records

RECEIVED  
CORPORATE RECORDS  
JAN 13 1995  
11:01 AM  
\*\*\*122.50\*\*\*

RE: HEARTY, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation and the Certificate of Registered Agent for the above captioned Florida corporation. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

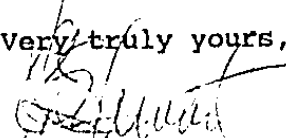
Filing of Articles	\$ 35.00
Filing of Certificate of Registered Agent	35.00
Certified copy	<u>52.50</u>
	\$122.50

An extra set of the documents is provided herewith for certification.

All correspondence concerning this matter should be directed to the undersigned. Should you have any questions, please call me.

Thank you for your cooperation and assistance.

Very truly yours,

  
GARRY B. SCHWARTZ

GBS/kh  
Enclosures

ARTICLES OF INCORPORATION  
OF  
HEARTY, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

**Hearty, Inc.**

ARTICLE II

PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and the mailing address of the corporation shall be: 8584 Bird Road, Miami, Florida 33155, or such other address as the corporation may designate from time to time.

ARTICLE III

PURPOSES

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue one class of stock, to be designated as Common Stock. The maximum number of shares which the corporation is authorized to issue is 7,500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all matters properly before them on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

## ARTICLE V

### INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation in the State of Florida is 3226 Ponce de Leon Boulevard, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that office is Garry B. Schwartz.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one (1) nor more than seven (7).

The names of the members of the initial Board of Directors of the Corporation who shall hold office until successors are elected and have qualified are: Jacques Etheart and Pascale Etheart Arty.

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Garry B. Schwartz, 3226 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

## ARTICLE VIII

### BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or any former officer or director of the corporation.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of January, 1995.




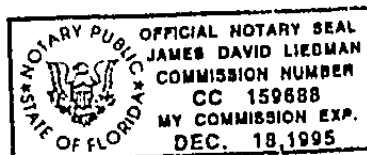
Garry B. Schwartz  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this day by Garry B. Schwartz, who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 12<sup>th</sup> day of January, 1995.

SEAL

  
NOTARY PUBLIC  
State of Florida

CERTIFICATE OF REGISTERED AGENT

OF

HEARTY, INC.

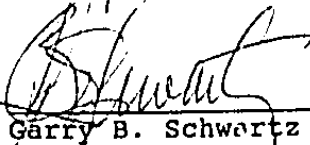
The following is submitted pursuant to Section 607.0501 of the Florida Business Corporation Act:

Hearty, Inc., desiring to be a corporation existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Garry B. Schwartz, a resident of Florida, whose business office is 3226 Ponce de Leon Boulevard, Coral Gables, Florida 33134, the same as the corporation's registered office, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of such position.

Dated this 12<sup>th</sup> day of JANUARY, 1995.

  
Garry B. Schwartz

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