

P95000056983

FROM CAROL D. SCOTT-HARRIS
(NAME)
2029 N.W. 98th
(ADDRESS)
Miami, FL 33147
(CITY) (STATE) (ZIP CODE)

OFFICE USE ONLY

FILED
JUL 24 PM 3:25
REGISTRATION SERVICE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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*****70.00 *****70.00

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NOT
789, 634, 506, 706, 67
W95-14147

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

July 13, 1995

Sandra B. Mortham
Secretary of State

CAROL D. SCOTT-HARRELL
2029 NW 98 STREET
MIAMI, FL 33147

SUBJECT: MARQUIS COLLECTION LTD.
Ref. Number: W95000014147

We have received your document for MARQUIS COLLECTION LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 795A00033793

ARTICLES OF INCORPORATION
FOR
Marquis Collection INC.

FILED
95 JUL 24 AM 3:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED hereby file these Articles of Incorporation for the formation of a corporation for any legal purpose under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Marquis Collection INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as a natural person might or could do, wit:

A. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

B. To manufacture, purchase or otherwise dispose of, invest, trade or deal in and with goods, wares, merchandise and personal property of every class and description, as principal agent or otherwise.

C. To take, manage, acquire, buy, hold, owe, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatever nature, or interests or rights therein.

D. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any public authority, government, individual, or trust, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership including the right to vote thereon, and to issue in exchange therefor its's own stock, bonds, and other obligations.

E. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any part of the any business, good will, rights, assets or liabilities of any person, firm association or corporation carrying on any kind of business the same as or of a similar nature to that which corporation is authorized to carry on, pursuant to the provisions of these Articles.

To be a promoter, incorporator, partner, member associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person, who by reason of the fact that he is or was an officer, director, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

To administer and manage any trust property and to be a trust.

ARTICLE III

The maximum amount of Capitol Stock of this corporation shall be divided into One Thousand Shares of Common Stock having a Par Value of One Dollar (\$1.00) each Share. Which Stock when issued shall be fully paid and non-assessable.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The initial street address in Florida of the initial registered office and the name of the initial Resident Agent shall be:

Carol D. Scott Harrell
2001 N.W. 92nd Street
Miami, Florida 33147
ph (305) 696-8141

ARTICLE V

The initial Board of Directors shall consist of two members, who need not be resident of the State of Florida or shareholders of the corporation.

ARTICLE VI

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follow:

Carol D. Scott Harrell *ph (305) 696-8141*
2001 N.W. 92nd Street
Miami, Florida 33147

Keith A. Harrell
2001 N.W. 92nd Street
Miami, Florida 33147

ARTICLE VII

The name and address of the initial incorporator is as follow:
The principal address and the registered office address are the same.
Carol D. Scott Harrell
2001 N.W. 92nd Street
Miami, Florida 33147

ARTICLE VIII

In the absence of fraud, no contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of the corporation are pecuniarily or other wise interested in, or are Directors or officers of, such other corporation; in the absence of fraud, any Director or Officer may be a member, may be a party to or may be pecuniarily or otherwise interest in, any contract of transaction of the corporation, provided that the fact that he or such forum which is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Directors of the Corporation who is also a Director or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Director of such other Corporation or not so interested.

ARTICLE IX

In the absence of fraud, no contract or other transaction by the Corporation and any other Corporation shall in any way be affected or invalidated by the fact that ny of the Stockholders, including a majority stockholder, of the Corporation are pecuniarily or otherwise interested in or are Directors of Officers of such other Corporation; in the absence of fraud, andy Stockholder, including a majority Stockholder may be member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; and any stockholder, including a majority Stockholder, of the Corporation who is also a Director or Officer of such other Corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Stockholders of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested, but this shall not be construed so as to require the approval of the stockholders of the corporation of any such contract or transaction.

F. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated.

G. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in no way be limited or restricted by inference from the terms of any other clause, but shall be regarded as independent powers and purposes.

Said corporation shall have further powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation determines, issue its notes, bonds and other obligations and secure any of its notes, bonds and other obligations of all or any of its property, franchises, and income;

To lend money for its corporate purpose, invest and re-invest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act with or without this state;

To elect or appoint officers and agents of the corporation, define their duties and fix their compensation;

To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration.

To make donations for the public welfare or for charitable, scientific, or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees of its subsidiaries;

ARTICLE X

The holders of common shares shall have preemptive rights of purchase any Shares of the Corporation hereafter issued or any Securities exchangeable for or convertible into such Shares or any Warrants or other Instruments evidencing rights or options to subscribe for, purchase, or other wise acquire such Shares. IN WITNESS WHEREOF, I hereunto set my hand and seal to the foregoing Articles of Incorporation, this _____ day of June 1995.

Carol D. Scott Harrell
Carol D. Scott Harrell

(SEAL)

~~*Kelly E. Morecroft*~~ (SEAL)

FILED
05 JUL 24 AM 3:26
NOTARY PUBLIC

STATE OF FLORIDA)
) SS. :
COUNTY OF DADE)

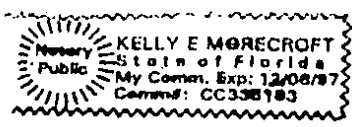
BEFORE ME, A NOTARY PUBLIC authorized to take acknowledgements in the state and County set forth above, personally appeared Carol D. Scott Harrell known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledge before me that they executed those Articles of Incorporation freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal in the State and County aforesaid, this 21 day of June 1995.

Kelly E. Morecroft
NOTARY PUBLIC, STATE FLORIDA
AT LARGE

(NOTARY SEAL)

My commission Expires: 12/8/97



P95000056983

Carol Scott Harrell
Marquis Collection, Inc.
2001 N. W. 92nd St.
Miami, FL 33147
(305) 836-4417

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -5 PM 12:49

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NC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Marquis Collection, Inc

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I

The name of this corporation shall be:
Harrington Enterprises, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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97 MAY -5 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

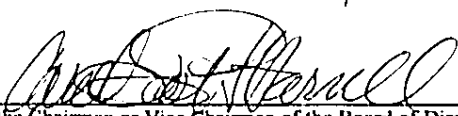
THIRD: The date of each amendment's adoption: April 28, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of April, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Carol D. Scott-Harrell
Typed or printed name

President and C.E.O., Incorporator
Title