

12980000023504

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002441733--6  
-02/26/98--01075--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Hart Enterprises, Ltd.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:

James J. Di Christofaro  
725 Herlong Court  
Brandon, Florida 33511-7920  
813-651-1361

FILED  
98 MAR 11 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Don  
2/27/98



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 27, 1998

**JAMES J. DICHRISTOFARO**  
725 HERLONG COURT  
BRANDON, FL 33511-7920

**SUBJECT: HART ENTERPRISES, LTD**  
Ref. Number: W98000004418

We have received your document for HART ENTERPRISES, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 998A00011095

## **TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Our Hart Enterprises, Co.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and letter # 998A00011095.

**FROM:**

James J. Di Christofaro  
725 Herlong Court  
Brandon, Florida 33511-7920  
813-651-1361

**ARTICLES OF INCORPORATION**

**OF**

**Our Hart Enterprises, Co.**

FILED  
MAR 11 PM 12:23  
98  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be Our Hart Enterprises, Co.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The general nature of business, objects 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 natural persons might or could, viz: Any lawful purpose - Mail Order.

**ARTICLE IV - CORPORATE STOCK**

The aggregate number or shares which this corporation is authorized to have outstanding at any time is 1,000 shares, which shall all be common stock and shall have a par value of -0- per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE**

The initial office of this corporation shall be 12345 Yellow Rose Circle, Riverview Florida 33569, and the name of its initial registered agent at such address is Margaret E. Begley, who,

upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office and registered office of the corporation are the same.

#### ARTICLE VI - POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

(b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized,

approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE VII - PREEMPTIVE RIGHTS GRANTED

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

Our Hart Enterprises, Co., shall be managed by a Board of Directors. This corporation shall be managed by a Board of two Directors initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Director is:

Margaret E. Begley, 12345 Yellow Rose Circle, Riverview, Florida 33569

John A. Begley, 12345 Yellow Rose Circle, Riverview, Florida 33569

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This 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 XI - OFFICERS AS DIRECTORS

All Officers of this corporation may be Directors.

#### ARTICLE XII - OFFICERS

The following named persons shall act as Officers of this corporation, until their successors have been chosen and duly qualified.

Margaret E. Begley - President

John A. Begley - Vice President

Margaret E. Begley - Secretary

John A. Begley - Treasurer

#### ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Margaret E. Begley, 12345 Yellow Rose Circle, Riverview, Florida 33569.

#### ARTICLE XIV - ACTION WITHOUT MEETING

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

#### ARTICLE XV - RIGHTS OF SHARES OF STOCK

The preferences, limitations, and relative rights of the shares of stock shall be as follows:

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debt holder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase of redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

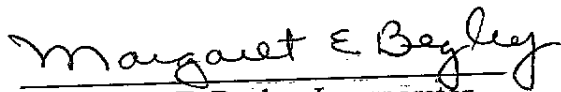
(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

(c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders within the written consent of Stockholders.

#### ARTICLE XVI - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 04 day of March, 1998

  
Margaret E. Begley, Incorporator

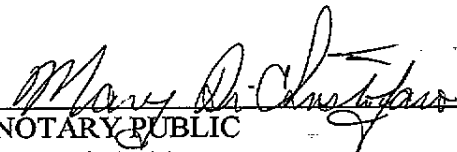
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Margaret E. Begley, known to me to be the person who executed the foregoing and he/she has acknowledged to me that he/she executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county aforesaid on this 4th day of March, 1998 Margaret E. Begley is personally known to me.



  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

Commission Number:



Mary DiChristofaro  
Comm. No. CC 463918  
My Comm. Exp. May 15, 1999  
Bonded thru Pichard Ins. Agcy.

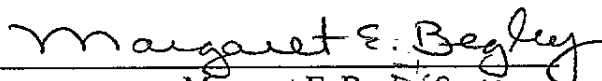
ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That Our Hart Enterprises, Co., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Certificate of Incorporation, at the City of Riverview, County of Hillsborough, State of Florida, has named Margaret E. Begley, its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Margaret E. Begley

FILED  
MAR 11 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA