

P98000024613

DATE: FEBRUARY 20, 1998

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

700002444137--7
-03/02/98--01093--008
*****70.00 *****70.00

SUBJECT: HART ENTERPRISES, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE
ARTICLES OF INCORPORATION AND OUR CHECK FOR \$70.00;
\$35.00 FOR FILING FEE AND \$35.00 FOR DESIGNATION OF
REGISTERED AGENT. WE ARE NOT REQUESTING A CERTIFIED
COPY OF THE ARTICLES AT THIS TIME.

FROM: KAY HART
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759
(407) 679-8440

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

SINCERELY,

Kay Hart

KAY HART

FILED
98 MAR 16 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kay GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 3/17/98
DOC. EXAM me

W98-4634
-nc 3/17/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

KAY HART
427 LAKE HOWELL ROAD
SUITE E
MAITLAND, FL 32759

SUBJECT: HART ENTERPRISES, INC.
Ref. Number: W98000004634

We have received your document for HART ENTERPRISES, INC. 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.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 998A00011630

ARTICLES OF INCORPORATION
OF
R.K. HART ENTERPRISES, INC.

FILED
98 MAR 16 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR TO THESE ARTICLES OF
INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT,
HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

R.K. HART ENTERPRISES, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS
CORPORATION IS AS A: PET GROOMING SERVICE, INCLUDING BUT
NOT LIMITED TO THE GENERAL MAINTENANCE OF PETS.
TO ENGAGE IN ANY ACTIVITY OR
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND
OF THIS STATE.

TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, TO
PURCHASE OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, MAINTAIN,
WORK, DEVELOP, SELL, LEASE, EXCHANGE, HIRE, CONVEY,
MORTGAGE, OR OTHERWISE TO DISPOSE OF AND DEAL IN, LANDS AND
LEASE HOLDS, AND ANY INTEREST, ESTATE AND RIGHTS IN REAL
PROPERTY, AND ANY PERSONAL OR MIXED PROPERTY, AND ANY
FRANCHISES, RIGHTS, LICENSES OR PRIVILEGES NECESSARY,
CONVENIENT OF APPROPRIATE FOR ANY OF THE PURPOSES HEREIN
EXPRESSED.

TO EXERCISE ALL THE POWERS NOW GRANTED TO THIS TYPE OF
CORPORATION UNDER FLORIDA LAW, AND ALL POWERS SUBSEQUENTLY
AUTHORIZED OR GRANTED BY LAW OF PRIVATE CORPORATIONS.

THE FOREGOING CLAUSES SHALL BE CONSTRUCTED BOTH AS OBJECTS
AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE
FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD
TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED. KAY HART SHALL HAVE ONE HUNDRED PERCENT OWNERSHIP OF THE STOCK. THE PAR VALUE OF THE STOCK SHALL BE ONE DOLLAR PER SHARE.

ARTICLE IV

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VI

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS IS:
KAY HART
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759

ARTICLE VIII

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATION TO THESE ARTICLES OF INCORPORATION IS:
KAY HART
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759

ARTICLE IX

THE NAME AND POST OFFICE ADDRESS OF THE OFFICER OF THIS CORPORATION IS AS FOLLOWS:

KAY HART
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759

ARTICLE X

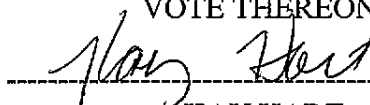
THE CORPORATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR WHO HAVE SERVED AT ANY TIME AS DIRECTOR OR OFFICER, OR WHO AT THE REQUEST OF THE BOARD OF DIRECTORS OF THE CORPORATION MAY SERVE OR AT ANY TIME HAVE SERVED AS DIRECTOR OR OFFICER OF ANOTHER CORPORATION IN WHICH THE CORPORATION AT SUCH TIME OWNED OR MAY OWN SHARES OF STOCK OR OF WHICH IT WAS OR MAY BE A CREDITOR, AND THEIR RESPECTIVE HEIRS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, AGAINST ANY AND ALL EXPENSES, INCLUDING AMOUNTS PAID UPON JUDGMENTS, COUNSEL FEES, AND AMOUNTS PAID IN SETTLEMENT (BEFORE OR AFTER SUIT IS COMMENCED), ACTUALLY AND NECESSARILY INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OF SETTLEMENT OF ANY CLAIM, ACTION, SUIT, OR PROCEEDING IN WHICH HE, OR ANY OF THEM, ARE MADE PARTIES, OR A PARTY, OF WHICH MAY BE ASSERTED AGAINST THEM OR ANY OF THEM, BY REASON OF BEING A DIRECTOR OR OFFICER OF THE CORPORATION, OR OF SUCH OTHER CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY SUCH DIRECTOR OR OFFICER OR FORMER DIRECTOR OR OFFICER OR PERSON SHALL BE ADJUDGED IN ANY ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR HIS OR HER OWN NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS OR HER DUTY. SUCH INDEMNIFICATION SHALL BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, BY-LAW, AGREEMENT, VOTE OF THE STOCKHOLDER, OR OTHERWISE, AND THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI

THE REGISTERED OFFICE SHALL BE 427 LAKE HOWELL ROAD, MAITLAND, FL, 32759, AND THE REGISTERED AGENT AT THAT SAME ADDRESS IS KAY HART.

ARTICLE XII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE HOLDER OR HOLDERS OF A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

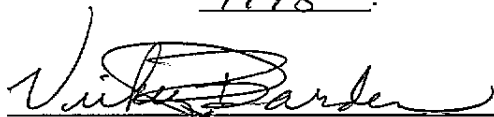


KAY HART

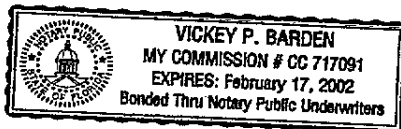
STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED GLENN A. SCHULTZ TO ME WELL KNOWN TO BE THE PERSON DESCRIBED AS THE INCORPORATORS IN AND WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.


WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 10th DAY OF March, 1998.



NOTARY PUBLIC
My Commission expires:



I, HAVING BEEN NAMED REGISTERED AGENT FOR R.K. HART ENTERPRISES, INC.
AGREE TO ACCEPT SERVICE OF PROCESS OF SAID CORPORATION, AT
THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO
ACT IN THE CORPORATION'S BEST INTEREST AND AGREE TO COMPLY
WITH THE PROVISIONS OF THE CORPORATION ACT OF FLORIDA.



REGISTERED AGENT, KAY HART
427 LAKE HOWELL ROAD, SUITE E
MAITLAND, FL 32759
(407) 679-8440

FILED

98 MAR 16 AM 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA