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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Harrington-Gans
Group, Inc.

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- _____ LTD Partnership File _____
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- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
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**ARTICLES OF INCORPORATION
FOR
THE HARRINGTON-GANS GROUP, INC.**

THE undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: Name

The name of the Corporation shall be THE HARRINGTON-GANS GROUP, INC.

Article II: Purpose and Powers

Section 1: The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida

Section 2: The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

Article III: Term of Existence

The Corporation shall have perpetual existence.

Article IV: Principal Office of Corporation

The principal office of the Corporation shall be 11290 Park Boulevard, Seminole, Florida 33772.

Article V: Mailing Address of Corporation

The mailing address of the Corporation shall be 11290 Park Boulevard, Seminole, Florida 33772.

Article VI: Registered Office and Agent

Section 1: The street address of the initial registered office of the Corporation shall be 3914 West Horatio Street, Tampa, FL 33609.

Section 2: The name of the initial registered agent of the Corporation located at said address shall be Rebecca Hamilton Zometa, Esq.

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Article VII: Capital Stock

The authorized capital stock of the Corporation shall be ONE THOUSAND (1000) shares of common stock having par value of ONE DOLLAR (\$1.00).

Article VIII: Preemptive Rights Granted

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

Article IX: Board of Directors

Section 1: The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2: The initial Board of Directors of the Corporation shall consist of two (2) directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Richard E. Gans	1380 Gulf Blvd. PH 7 Clearwater, FL 33767
Patricia A. Harrington-Gans	1380 Gulf Blvd. PH 7 Clearwater, FL 33767

Section 3: The number of directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4: Directors shall be elected and hold office as provided in the Bylaws.

Article X: Bylaws

Section 1: The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2: The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3: Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any

Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

Article XI: Incorporator

The name and address of the incorporator is:


Rebecca Hamilton Zometa, Esq. 3914 West Horatio St.
Tampa, FL 33609

Article XII: Elections Regarding Certain Provisions of the Florida Statutes

Section 1: Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall NOT apply.

Section 2: Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall NOT apply.

IN WITNESS HEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 17th day of February, 1999.


Rebecca H. Zometa
Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office / registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the corporation is: THE HARRINGTON-GANS GROUP, INC.
2. The name and address of the registered agent and office is: REBECCA HAMILTON ZOMETA, ESQ., 3914 WEST HORATIO STREET, TAMPA, FL 33609.

SIGNATURE: _____

Rebecca H. Zometa

TITLE: Incorporator

DATE: 2/17/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Rebecca H. Zometa

DATE: 2/17/99

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