

PD/00000625/4  
LAW OFFICES  
GEORGE F. HERO  
ATTORNEY AT LAW  
FILED

SUITE 300  
COMMERCIAL BANK OF KENDALL  
8603 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33143  
(305) 665-1766

01 JUN 21 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 20, 2001

Department of State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida, 32314  
Attention: New Filing Section:

500004435115--8  
-06/21/01-01048-019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: TALA TRADING INC.

Enclosed please find an original and two (2) copies of the articles of incorporation for the above corporation and this office's trust check number 7173 for the amount of \$78.75.

Said enclosed funds represents the following costs:

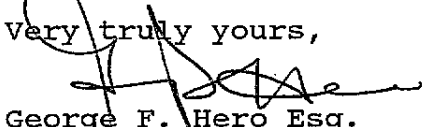
a) Filing Fee	\$35.00
b) Designation of Registered Agent	35.00
c) Certified Copy	8.75
Total	\$ 78.75

I have enclosed an extra copy of said articles of incorporation and request this copy also be return reflecting the date of filing of said corporation.

ENCLOSED IS AIR-BORNE EXPRESS AIR BILL NO. 9711136562 IN ORDER THAT YOU MAY RETURN IMMEDIATELY THE APPROVED ARTICLES AND CERTIFIED COPY.

Thanking you in advance for your earliest attention to this matter.

Very truly yours,

  
George F. Hero Esq.  
GFH:bs  
enclosure  
Fla-corp.Lt1  
cc:Imad Hammoud  
Federal Express Airbill No.823755169405

D. WHITE JUN 22 2001 6✓

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ARTICLES OF INCORPORATION

TALA TRADING INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber for the purpose of forming a Corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. Name.

The name of this corporation is:

TALA TRADING INC.

ARTICLE II. Nature of Business.

The general nature of the business and the objects and purposes to be transacted and carried are:

1. Any activity or Business permitted under the laws of the United States and/or the State of Florida.

2. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

3. And, further, to borrow or raise money for any purpose of the company, and to secure the same with interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE III.** Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred Shares (500), Common Stock, \$1.00 par value per share.

**ARTICLE IV.** Term of Existence

This corporation shall have perpetual existence.

**ARTICLE V.** Principal Office

The initial address of the Principal office and mailing address of this corporation in the State of Florida is:

889 N.E.78TH STREET, MIAMI, FLORIDA, 33138

**ARTICLE VI.** Directors

This corporation shall have four (4) directors initially.

The number of Directors may be increased from time to time pursuant to the bylaws of the corporation and any director is not required to be a stockholder of the corporation.

**ARTICLE VII.** Initial Board of Directors

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, bylaws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified are: IMAD HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FLORIDA, 33138; MOHAMAD K. HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FL, 33138,

ABDUL R. HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FL, 33138, MAROUF HAMMOUD, 921 N.E. 78TH STREET, MIAMI, FL, 33138.

**ARTICLE VIII.** Subscriber

The name and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock the subscribers agrees to take are:

IMAD HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FL, 33138,

1 SHARE;

MOHAMAD K. HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FL, 33138,

1 SHARE;

ABDUL R. HAMMOUD, 889 N.E. 78TH STREET, MIAMI, FL, 33138,

1 SHARE;

MAROUF HAMMOUD, 921 N.E. 78TH STREET, MIAMI, FL, 33138,

1 SHARE;

**ARTICLE IX.** Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

889 N.E.78st Street, Miami, Florida, 33138.

and the name of the initial registered agent of this corporation is:

IMAD HAMMOUD

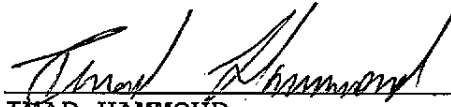
**ARTICLE X.** Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting, by 51% of the Stock entitled to vote thereon.

**ARTICLE XI. Indemnification**

The corporation shall indemnify and save harmless any officer or director, or any former officer or director, to the full extent permitted by law.

THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares of stock hereinabove set forth, and accordingly have set his hand and seal this 20<sup>th</sup> of JUNE, 2001.

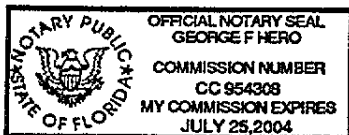
  
IMAD HAMMOUD (seal)

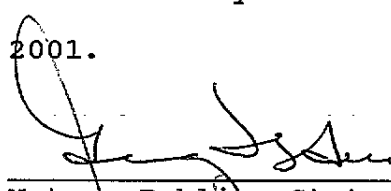
STATE OF FLORIDA,                     )  
  ) SS.:  
COUNTY OF MIAMI-DADE,            )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared IMAD HAMMOUD and acknowledged that he executed the foregoing as the subscriber to these Articles of Incorporation.

WITNESS my hand and seal in the County and State first named above this 20<sup>th</sup> day of JUNE, 2001.

My Commission Expires:



  
Notary Public, State of Florida  
George F Hero  
Printed Name of Above Notary

FILED

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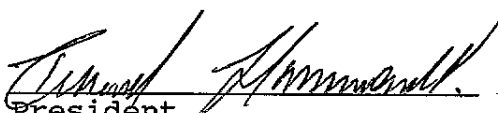
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is TALA TRADING INC.
2. The name and address of the registered agent and office is

IMAD HAMMOUD  
889 N.E. 78st STREET,  
MIAMI, FLORIDA, 33138

  
President

Dated this 20 day of JUNE, 2001.

ACKNOWLEDGMENT

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

By:   
Imad Hammoud

Dated this 20 day of JUNE, 2001.