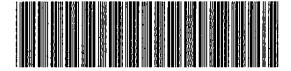
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| (Requestor's Name)                      |  |  |  |  |
|---|--|--|--|--|
| (Address)                               |  |  |  |  |
| (Address)                               |  |  |  |  |
| (City/State/Zip/Phone #)                |  |  |  |  |
| PICK-UP WAIT MAIL                       |  |  |  |  |
| (Business Entity Name)                  |  |  |  |  |
| (Document Number)                       |  |  |  |  |
| Certified Copies Certificates of Status |  |  |  |  |
| Special Instructions to Filing Officer: |  |  |  |  |
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SECRETARY OF STATE
TAULAHASSEE, FLORIDA

# **COVER LETTER**

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

| SUBJECT: TORO        | NVESTMENT & HOLDINGS INC. (PROPOSED CORPORA  | TE NAME – <u>MUST INCL</u>                         | UDE SUFFIX)   |
|----------------------|--|--|---|
| Enclosed are an orig | ginal and one (1) copy of the artic          | cles of incorporation and                          | a check for:  |
| \$70.00 Filing Fee   | ☑ \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy  ADDITIONAL CO | \$87.50 Filing Fee, Certified Copy & Certificate of Status PPY REQUIRED |
| FROM: ZA             | AMANI THOMAS                                 |  |   |
|                      | Name   | (Printed or typed)                                 |   |
|                      | 4989 SW 95TH AVE                             | Address  |   |
|                      | COOPER CITY, FLORIDA 33328<br>City           | 3<br>, State & Zip                                 |   |
|                      | 305-336-0462                                 | Celephone number                                   |   |

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

## ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

#### TORO INVESTMENT & HOLDINGS INC.

#### **ARTICLE 11 - PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

4989 SW 95<sup>TH</sup> AVE, COOPER CITY FL 33328

#### **ARTICLE III – DURATION**

This Corporation shall exist in perpetuity unless dissolved according to the corporate bylaws and/or Florida law.

#### ARTICLE IV – PURPOSE

The purpose for which the corporation is organized is:

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE V - SHARES

The number of shares of common stock the Corporation is authorized to issue is:

Class A (voting shares):

10000

Class B (equity/capital stock):

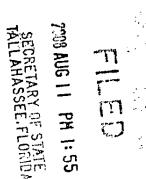
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## <u>ARTICLE VI – PRE-EMPTIVE RIGHTS</u>

Every common stock holder, upon the sale for cash of any new stock (common or preferred) of this Corporation shall have the right to purchase his/her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII - INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address (es) and specific titles(s):



The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than three (3) or more than nine (9). Directors of the Corporation shall be elected in staggered terms with three (3) Classes of Directors as outlined in the bylaws of the Corporation. The names and Classes of the initial directors of the Corporation are as follows:

#### **Initial Board of Directors**

(Class III) Zamani Thomas Esq. – (Chairman of the Board) 4989 SW 95<sup>th</sup> Ave. Cooper City FL 33328

> (Class III) Peter Simons 5 Marina Parade Unit 713 Toronto On, Canada M8V 484

> (Class II) Candice Walsh, Esq. P.O. Box 22881 Baltimore, MD 21203-4881

(Class II) Sean Blackwood 285 Hillmount Ave. Toronto On, Canada M6B 1Y5

> (Class I) Din Thomas 4989 SW 95<sup>th</sup> Ave. Cooper City FL 33328

#### Initial Officers of the Corporation

President/CEO- Zamani Thomas, Esq. 4989 SW 95<sup>th</sup> Ave. Cooper City FL 33328

Vice President/CFO – Peter Simons 5 Marina Parade Unit 713 Toronto On, Canada M8V 484

Assistant CFO / Treasurer — Candice Walsh, Esq. P.O. Box 22881
Baltimore, MD 21203-4881

Secretary/ Member Liaison – Sheldon Pitt 76 Auburn Ave. Toronto On, M6H 2L9

## ARTICLE VIII - REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Zamani Thomas, Esq. 4989 SW 95<sup>th</sup> Ave. Cooper City, FL 33328

## ARTICLE IX - INCORPORATOR

The <u>name and address</u> of the Incorporator is:

Zamani Thomas, Esq. 4989 SW 95th Ave Cooper City FL 33328

#### <u>ARTICLE X – INITIAL CONTRIBUTION</u>

Initial incorporator contributions go towards Class A (Voting Shares) as provided for in Paragraph 1.1 of the Bylaws.

Zamani Thomas, Esq.

\$2000

Peter Simons

\$2000

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent