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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: TORO INVESTMENT & HOLDINGS INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ZAMANI THOMAS

Name (Printed or typed)

4989 SW 95TH AVE

Address

COOPER CITY, FLORIDA 33328

City, State & Zip

305-336-0462

Daytime Telephone 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 II – PRINCIPAL OFFICE

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

4989 SW 95TH 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): 1000000

ARTICLE VI – PRE-EMPTIVE RIGHTS

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):

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TALLAHASSEE, FLORIDA

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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 95th 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 95th Ave.
Cooper City FL 33328

Initial Officers of the Corporation

President/CEO– Zamani Thomas, Esq.
4989 SW 95th 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 95th Ave.
Cooper City, FL 33328

ARTICLE IX – INCORPORATOR

The **name and address** of the Incorporator is:

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

ARTICLE X – INITIAL CONTRIBUTION

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

3072
Signature/Registered Agent

August 8/2008
Date

3072
Signature/Incorporator

August 8/2008

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