

P95000011016

TRANSMITTAL LETTER

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

FILED  
95 FEB -6 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600001399466  
-02/07/95--01076--001  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: CODI Industries Inc.  
(Proposed corporate name - must include suffix)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Don DiRusso  
Name (printed or typed)  
2363 Coral Point Drive  
Address  
Cape Coral, Fl. 33990  
City, State & Zip  
813 945-1144  
Daytime Telephone number

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

## ARTICLES OF INCORPORATION

95 FEB -6 PM 9:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

CODI Industries Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2363 Coral Point Drive  
Cape Coral, Fl 33990

### ARTICLE III SHARES

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

500 Shares

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Shirley DiRusso  
2363 Coral Pt. Dr.  
Cape Coral, Fl 33990

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Don DiRusso  
2363 Coral Pt. Dr.  
Cape Coral, Fl. 33990

Sal Costanzo  
5318 E. 2nd Street Suite #151  
Long Beach, Calif. 90803

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3rd day of Feb., 1995.

Don DiRusso (The President)  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

Articles of Incorporation  
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

95 FEB -6 AM 9:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED 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: CODI Industries Inc.

2. The name and address of the registered agent and office is:

Shirley DiRusso

(Name)

2363 Coral Pt. Dr.

(P.O. Box ~~not~~ acceptable)

Cape Coral, Fl. 33990

(City/State/Zip)

*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.*

Shirley DiRusso  
(Signature)

Feb. 3, 1995

(Date)

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9771  
904-222-9771 FAX

800-342-8086



P95000011016

ACCOUNT NO. : 0721000090020

REFERENCE : 054025 00015

AUTHORIZATION :

COST LIMIT : 0.00

ORDER DATE : December 5, 1995

ORDER TIME : 11:34 AM

ORDER NO. : 054025

CUSTOMER NO. : 00015

CUSTOMER: Michael A. Connors, Esq.  
Private Gainer Haverfield  
P. O. Box 68

Cape Coral, FL 33910

DOMESTIC AMENDMENT FILING

NAME: CDDI INDUSTRIES, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

FILDA 3 RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN GANER COPY  
XX CERTIFICATE OF INCORPORATION

CONTACT FILING: 1-800-342-8086  
EXAMINER'S INITIALS:

FILED  
95 DEC -5 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
12/05/95 01079-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
95 DEC -5 PM 2:27

1075  
Jony  
Amend  
N.C.

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CODI INDUSTRIES, INC.

FILED  
95 DEC -5 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The current name of the Corporation is CODI INDUSTRIES, INC..

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the stockholders of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 4 day of December, 1995, in the manner prescribed by Florida Statute Section 607 of the Florida Business Corporation Act:

The Articles of Incorporation are amended to read as follows:

ARTICLE I

The name of the corporation shall be D & H TRADING COMPANY, INC.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. Further, the corporation may engage in business anywhere in North America, South America, Europe, Asia, Japan, Australia, China, the Middle East and all other geographical areas of the world. Further, the corporation may specifically deal in the


manufacturing and marketing of: soda blasters, machinery and hardware, paints and stripping solutions, boats and vessels, and any kind of motor vehicle.

### Article III

The authorized capital stock which the corporation may issue shall be 500 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

3. The foregoing Amendments shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 4 day of December, 1995.

By:   
DON DIRUSSO, President  
and Secretary

STATE OF FLORIDA     )  
                              )  
COUNTY OF LEE        )

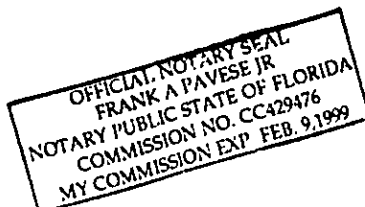
BEFORE ME, the undersigned authority, personally appeared  
DON DIRUSSO who is personally known to me, or who produced \_\_\_\_\_  
\_\_\_\_\_ as identification proving to be, the  
persons described in and who subscribed to the above Articles of  
Amendment to the Articles of Incorporation, and who did not take an  
oath, and did freely and voluntarily acknowledge before me  
according to law that he made and subscribed the same for the use  
and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 20 day of  
November, 1995.

Frank Pavese Jr.  
NOTARY PUBLIC

Frank Pavese Jr.  
(Name of Notary, typed, printed or  
stamped), Notary Public

My Commission Expires:





STATEMENT OF CONSENT IN LIEU OF A SPECIAL JOINT MEETING  
OF SHAREHOLDERS AND DIRECTORS OF  
CODI INDUSTRIES, INC.

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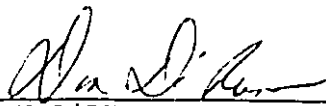

The undersigned, constituting all the shareholders and directors of CODI INDUSTRIES, INC., a Florida corporation, waiving all requirements of notice, consent to the actions specified below and adopt the following resolutions by this written consent, without a meeting, pursuant to Florida Statutes:

1. The directors and shareholders of this corporation hereby adopt an Amendment to the ARTICLES of Incorporation of this corporation hereby amending the Articles as follows:

See Exhibit "A" which is attached hereto and made a part hereof by this reference

2. The officers of the corporation are directed to take all steps required to effect such amendment and to file the same with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders and directors of CODI INDUSTRIES, INC., have executed this Consent this 4 day of December, 1995.

  
\_\_\_\_\_  
DON DIRUSSO  
  
\_\_\_\_\_  
HISAKO HARADA