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Richard D. Ahlquist

Please Reply to: Sarasota

Also admitted in Indiana

February 21, 1995

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Stelko International, Inc.
Our File No. 10486-NC

500001414805
-02/24/95--01057--010
*****70.00 *****70.00

Dear Sir:

In reference to the above captioned matter, enclosed please find the Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00 for same.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD D. AHLQUIST
& ASSOCIATES, P.A.

Richard D. Ahlquist

RDA/smk
enclosure

SECRETARY OF STATE
TALLAHASSEE, FL 32314

95 FEB 24 AM 9:40

FILED

2-27-95

**ARTICLES OF INCORPORATION
OF
STELKO INTERNATIONAL, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is STELKO INTERNATIONAL, INC.

ARTICLE II

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: To engage as a holding company, controlling other businesses and other associated lawful activities.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The aggregate number of shares of stock which the corporation shall have the authority to issue is Fifty Million (50,000,000) shares of Common Stock with a par value of (\$0.025) per share.

The corporation shall issue only one class of capital stock. That class shall be Common Stock, and it shall be issued in such a manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

ARTICLE IV

The initial street address of the corporation's principal office and mailing address is 4401 Ashton Road, Sarasota, Florida, and the name of the corporation's initial Registered Agent is Richard Ahlquist, at 2208 Hawthorne St., Sarasota, Florida.

ARTICLE V

The corporation shall have one (1) Director initially whose name and address is set forth below:

Stan Stelmashenko
4401 Ashton Road
Sarasota, Florida

THEREAFTER, the number of the members of the Board of Directors shall be set by By-Laws, but, in no instance, shall be less than one (1) or more than thirteen (13).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are Directors of officers of any other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been

known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE VIII

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such Stockholders or Board of

Directors unless approved jointly by the Board of Directors and Shareholders.

- B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this sate or of the United States.

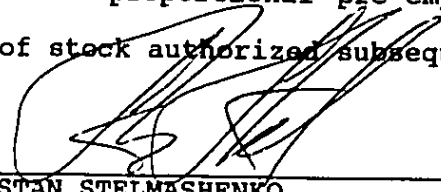
ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 21 day of FEBRUARY, 1995.

Existing shareholders shall have a proportional pre-empted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

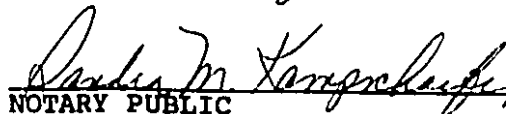
Barbara N. Livingston
Leslie M. Langenkamp
Alan J. Smith

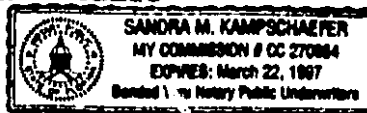

STAN STELMASHENKO
Incorporator and Subscriber

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared STAN STELMASHENKO, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 21 day of February, 1975.


NOTARY PUBLIC



My Commission Expires:

Notary Commission No. _____

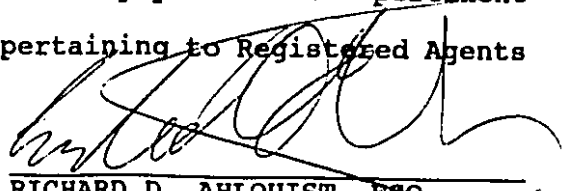
Personally Known ☒ or Produced Identification _____

Type of Identification Produced _____

(e.g. Drivers License or other State issued I.D.) _____

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned individual having been named as Registered Agent for the above-stated corporation in Article IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Officers.


RICHARD D. AHLQUIST, ESQ.
Registered Agent
2088 Hawthorne St.
Sarasota, Florida 34239

STATE OF FLORIDA)
COUNTY OF SARASOTA)

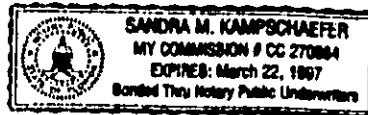
BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 21 day of February, 1995.

Notary Commission Expires: _____
Personally Known ☒ OR Produced Identification _____
Type of Identification Produced: _____
(e.g. Driver License or other State issued I.D.)

Sandra M. Kampschaefer
NOTARY PUBLIC

My Commission Expires:



P 9500015857

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St. Petersburg, FL 33713-1179
(813) 821-8766

Richard D. Ahlquist*

Please Reply to: Sarasota

*Also admitted in Indiana

April 25, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
STELKO INTERNATIONAL, INC.
Our File No. 16550-NC

500001798795
-04/29/96--01059--001
*****87.50 *****87.50

Gentlemen:

In reference to the above captioned matter, please note the original Articles of Amendment along with Waivers of Special Meeting and Minutes of Special Meeting, as to Amending Articles of Incorporation of Stelko International, Inc..

Please forward to me a certified copy of the Articles of Amendment, once they have been approved. For same I enclosed the filing fee of \$35.00 and the certification fee of \$52.50 for a total of \$87.50 as discussed.

I appreciate your cooperation in this regard, I remain,

Very truly yours,

RICHARD D. AHLQUIST
& ASSOCIATES, P.A.

Richard D. Ahlquist

RDA/smk
enclosure

FILED
96 APR 26 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
PAG 5/13

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF STELKO INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.187 Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is STELKO INTERNATIONAL, INC.
2. The following Amendments of the Articles of Incorporation were adopted by the Shareholders or Directors of the corporation on January 12, 1996, in the manner prescribed by the Florida General Corporation Act: both by special meeting of the Board of Directors, Officers and Shareholders and by executed approval of all the Directors, Officers and Shareholders to the Amendment.

Article III of the Articles of the Corporation is amended to provide:

"that the corporation is authorized to issue 500,000,000 shares of \$.0025 par value of Class A Common Stock".

3. The number of shares of the corporation outstanding at the time of such adoption was 275,000,000 shares; and the number of shares entitled to vote thereon was 275,000,000 shares.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Common Stock	275,000,000 shares

5. The number of shares voted for such Amendment was 275,000,000; and the number of shares voted against such Amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such Amendment, respectively, was:

CLASS	NUMBER OF SHARES VOTED
	FOR AGAINST
Common Stock	275,000,000 0

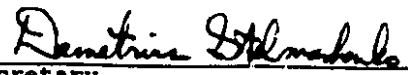

7. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment is to be effect, is as follows:

To be a stock split providing for current shareholders to receive the same ratio or prior shares previously owned by the shareholders of the corporation, or in effect Stan Stelmashenko shall own 205,500,000 shares and Cecile Clark shall own 69,500,000 shares.

DATED: 4/25, 1996

STELKO INTERNATIONAL, INC.

By: 
President


Secretary

Director/Shareholder

FILED
96 APR 26 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA