

P95000035675

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 51783

RE: Cocconutz, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 MAY -8 AM 10:17

W95-9532
AB 5/5/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>SKL</u>	_____	CK No. _____
BY	_____	_____	_____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. Fila	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Fila	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. Fila	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Fila	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name Fila	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Fila	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

500601477215
 05/05/95 01034-019
 ****122.50 ****122.50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

IN 5.52.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: COCONUTZ, INC.
Ref. Number: W95000009532

We have received your document for COCONUTZ, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 095A00022042

Corrected

ARTICLES OF INCORPORATION

OF

COCONUTZ TRADING COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -8 AM 10:17

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be COCONUTZ TRADING COMPANY, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the manufacture, purchase and sale of t-shirts and clothing apparel, and to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its initial registered office shall be at 864 Cumberland Terrace, Davie, Florida 33325, with the privilege of having branch offices at other places within or without the state of Florida, and within or without the United States of America, and the name of its initial registered agent is STANLEY CONIGLIO, whose address is 864 Cumberland Terrace, Davie, Florida 33325.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not to be less than Five Hundred and 00/100th (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The name and post office address of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

STANLEY CONIGLIO
864 Cumberland Terrace
Davie, Florida 33325

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

STANLEY CONIGLIO
864 Cumberland Terrace
Davie, Florida 33325

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

SUBCHAPTER "S" DESIGNATION

This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

ARTICLE XII

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date the Articles of Incorporation are filed with the Secretary of State.

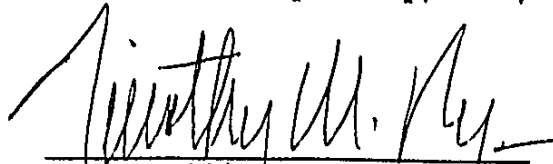
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 3rd day of May, A.D., 1995.


STANLEY CONIGLIO

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, STANLEY CONIGLIO, identified by his Florida Driver license, who took an oath, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 3rd day of May, A.D., 1995.



Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -8 AM 10:17

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes:

COCONUTZ TRADING COMPANY, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 864 Cumberland Terrace, in the Town of Davie, County of Broward, State of Florida, has named MICHAEL MESSINA, located at 864 Cumberland Terrace, in the Town of Davie, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
STANLEY CONIGLIO	President/ Secretary/ Treasurer	864 Cumberland Terrace Davie, Florida 33325

DIRECTORS:


STANLEY CONIGLIO	864 Cumberland Terrace Davie, Florida 33325
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Dated this 3rd day of May, 1995.


STANLEY CONIGLIO, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


MICHAEL MESSINA, Registered Agent

P95000035675

LAW OFFICES
RYAN & RYAN, P.A.
SUITE 200
700 EAST DANIA BEACH BOULEVARD
DANIA, FLORIDA 33304-3090

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN

TELEPHONE (305) 920-2921
FACSIMILE (305) 921-1247

June 1, 1995

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Division of Corporations

Re: Coconutz Trading Company, Inc.
Document Number: P95000035675
Our File Number: 14057D

900001507839
-06/07/95--01101--007
*****35.00 *****35.00

Gentlemen:

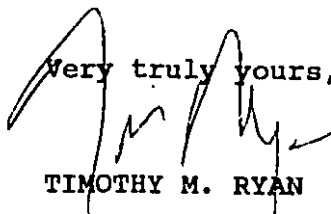
Enclosed please find the original Articles of Amendment to Articles of Incorporation of Coconutz Trading Company, Inc. Please file the Articles of Amendment and change the registered agent as stated in the amendment.

I also enclose a copy of the certificate designating registered agent and the acceptance signed by my Michael Messina which has previously been filed with your office. The acceptance acknowledges that Michael Messina has agreed to act as registered agent for this corporation.

As a final matter, I enclose my Trust Account check, payable to Division of Corporations in the sum of \$35.00, representing your filing fee for the Articles of Amendment. Please forward an acknowledgement to my office that the Division of Corporations records have been amended to reflect the registered agent of this corporation is Michael Messina.

Thank you for your cooperation.

Very truly yours,


TIMOTHY M. RYAN

FILED
1995 JUL -3 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TMR/rl
Encl.

~~789, 707, 711~~

R. A. Chang
LFS

7-5-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

1995 JUL -3 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 13, 1995

Timothy M. Ryan, Esquire
700 East Dnnla Beach Blvd.
Suite 200
Danla, FL 33304-3090

SUBJECT: COCONUTZ TRADING COMPANY, INC.
Ref. Number: P95000035675

We have received your document for COCONUTZ TRADING COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-3910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 795A00028842

LAW OFFICES
RYAN & RYAN, P.A.
SUITE 200
700 EAST DANIA BEACH BOULEVARD
DANIA, FLORIDA 33004-3090

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN

TELEPHONE (305) 920-2921
FACSIMILE (305) 921-1247

June 29, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor

Re: Coconutz Trading Company, Inc.
Reference Number: P95000035675
Our File Number : 14057D

FILED
1995 JUL -3 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Flemming-Jackson:

Enclosed please find the form CR2EO45 signed by the registered agent and corporate president for a change of registered agent on the above-referenced corporation. I also enclose a copy of your correspondence dated June 13, 1995, concerning this matter.

Please make the change in registered agent and forward to me your confirmation of the new registered agent for this corporation.

Thank you for your attention to this matter.

Very truly yours,


TIMOTHY M. RYAN

TMR/rl
Encl.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: COCONUTZ TRADING COMPANY, INC.

1b. The mailing address of the corporation is: 864 Cumberland Terrace, Davie,
Florida 33325

1c. Date of incorporation: May 8, 1995 Document number: P95000035675

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

STANLEY CONIGLIO

864 Cumberland Terrace

Davie, Florida 33325

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MICHAEL MESSINA

864 Cumberland Terrace

Davie, Florida 33325

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or
vice chairman of the board)

6/23/95
(Date)

STANLEY CONIGLIO, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

MICHAEL MESSINA

6/24/95
(Date)