

P95000046546

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Taiga Industries, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 15 PM 12:31

dB 6/15/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY [Signature]

WALK-IN Will Pick Up 6-15 2:00

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S-		
<input type="checkbox"/> Fictitious Name File		
<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 File		
<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 Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

900001513849
 06/15/95--01020--032
 ****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

**ARTICLES OF INCORPORATION
OF
TAIGA INDUSTRIES, INC.**

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DIVISION OF CORPORATIONS

95 JUN 15 PM 12:31

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be **TAIGA INDUSTRIES, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 5047 North 11A, PH-3, North Hutchinson, Island, Florida 34949.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue:

- (1) 50,000,000 shares of common stock, par value \$0.001 per share, having one vote per share ("**the Common Stock**"), and
- (2) 1,000,000 shares of cumulative preferred stock, non-voting, par value \$0.001 per share ("**the Preferred Stock**").

The Preferred Stock shall have the following provisions:

A. Dividends.

(1) The holders of the Preferred Stock shall be entitled to receive, if, as, and when declared by the Board of Directors and out of the assets of the Corporation which are by law available for the payment of dividends, cumulative preferential cash dividends payable monthly, on the fifteenth day of each month after the issuance thereof, commencing on the fifteenth day of the first calendar month after the date of issuance, at the fixed monthly rate, and no more, of one (1) percent of the Issue Price (as hereinafter defined) of the issued and outstanding Preferred Stock on which dividends are to be paid.

(2) So long as any Preferred Stock remains outstanding, unless, in each instance, full dividends on all outstanding shares of Preferred Stock for all past dividend periods shall have been paid, and for the then current monthly payment period shall have been paid or declared and set aside for payment:

(a) no dividend whatsoever shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of: (i) the Corporation's Common Stock, or (ii) any other class or series of stock ranking junior to the Preferred Stock in the payment of dividends ("**Junior Stock**");

(b) no shares of Common Stock and no shares of any Junior Stock shall be redeemed or purchased by the Corporation or any subsidiary thereof; and

(c) no moneys, funds or other assets shall be paid to or made available for a sinking fund for the redemption or purchase of any shares of: (i) Common Stock, or (ii) any Junior Stock.

(3) In addition, so long as any Preferred Stock remains outstanding, no dividend whatsoever shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of, any share or shares of any class of stock or series thereof ranking on a parity with the Preferred Stock in the payment of dividends ("**Dividend Parity Stock**"), unless, for the applicable monthly payment period:

(a) full dividends shall be paid, or declared and set apart for payment, on all shares of: (i) the Preferred Stock, and (ii) any class of Dividend Parity Stock, if any exists; or

(b) in the event all such dividends for the applicable monthly payment period are not or cannot be paid or declared and set apart for payment in full, a pro rata portion of the full dividends shall be paid or declared and set apart for payment on all shares of: (i) the Preferred Stock, and (ii) any class of Dividend Parity Stock, if any exists. Such pro rata portion shall be calculated upon the ratio that the total amount available for the payment of all required dividends on the Preferred Stock and such Dividend Parity Stock for the applicable monthly payment period bears to the total required dividends on the Preferred Stock and such Dividend Parity Stock for such monthly payment period.

(4) Cash dividends upon shares of Preferred Stock shall commence to accrue and be cumulative from the date of issuance. Such dividends shall be deemed to accrue from day to day regardless of whether or not the Corporation shall have funds or assets available for the payment of such dividends, but accumulation of dividends on shares of Preferred Stock shall not bear interest.

B. Preference on Liquidation.

(1) In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of any remaining conversion or liquidation accounts together with the debts and other liabilities of the Corporation, the holders of the Preferred Stock shall be entitled to receive, but shall receive no more than the Issue Price thereof plus the Accrued Amount, as defined below, out of the net assets of the Corporation, and before any distribution shall be made to the holders of the Common Stock or to the holders of any other class of Junior Stock.

(2) The Accrued Amount is an amount equal to all dividends accrued and unpaid on each share of Preferred Stock to the date fixed for distribution, and no more. If upon such voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation the net assets of the Corporation shall be insufficient to permit payment in full of amounts required to be paid to the holders of the Preferred Stock and to the holders of any class of stock or series thereof ranking on a parity with the Preferred Stock in respect of the distribution of assets ("Asset Parity Stock") if any exists, then a pro rata portion of the full amount required to be paid upon such dissolution, liquidation or winding up shall be paid to: (a) the holders of Preferred Stock, and (b) the holders of Asset Parity Stock, if any exists. Such pro rata portion shall be calculated upon the ratio that the total amount available for distribution to such holders bears to the total distribution required to be made on the Preferred Stock and the Asset Parity Stock.

(3) Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a dissolution, liquidation or winding up of the Corporation within the meaning of this paragraph B.

(4) Written notice of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, stating a payment date and the place where the distributable amounts shall be payable, shall be given by mail, postage prepaid, at least thirty (30) days, but not more than sixty (60) days prior to the payment date stated therein, to the holders of record of the Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation.

C. Conversion.

(1) The Preferred Stock shall be convertible, in whole or in part, at the option of the Corporation by a resolution of its Board of Directors on any dividend payment date, as follows: Each share of Preferred Stock may be converted into (a) three (3) shares of Common Stock at any time following its issuance and prior to July 1, 1996; (b) two (2) shares of Common Stock during the period beginning on July 1, 1996 and ending on June 30, 1997; or (c) into one (1) share of Common Stock at any time after June 30, 1997; and shall be automatically converted into Common Stock, at the conversion ratio set forth in clause (a), (b), or (c), as the case may be, on the first day on which a registration statement for shares of Common Stock becomes effective. As of the date of conversion, all accrued but unpaid dividends shall be paid to the holder of record of the Preferred Stock to be converted, and no further dividends shall accrue on the Preferred Stock to be converted.

(2) Written notice of the Corporation's intention to convert shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for conversion to the holders of record of the Preferred Stock and shall be sent to the holders of record at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof, shall affect the validity of the proceedings for conversion. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice.

(3) From and after the date specified in any such notice as the conversion date, all rights of the holders thereof as shareholders of Preferred Stock, except the right to receive the requisite number of shares of Common Stock, shall cease and terminate.

D. Voting Rights.

The holders of Preferred Stock shall have no voting rights, except as may otherwise be required by law.

E. Issue Price.

The Board of Directors shall determine the price to be paid, whether in cash or other consideration, for the shares of Preferred Stock in the manner provided by law, and the price, as so determined, shall be the "Issue Price" for all purposes of this ARTICLE. The Issue Price of each share of Preferred Stock issued shall be noted on the certificate(s) given therefor and in the books of the Corporation. If shares of Preferred Stock are issued at more than one time, or as part of more than one offering, then each such issuance shall be denoted as a lettered Series of the Preferred Stock. To illustrate: the first offering and sale of shares of Preferred Stock shall result in the issuance of Series A Preferred Stock, the second offering and sale of shares of Preferred Stock shall result in the issuance of Series B Preferred Stock, and so on, with Series B Preferred Stock being Junior Stock to Series A Preferred Stock for purposes of both dividends and liquidation preference.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

ARTICLE V INDEMNIFICATION

This corporation shall indemnify each of its officers, directors, employees and agents to the maximum extent permitted by law for any loss, claim or damage, including reasonable attorneys'

fees and costs, incurred by reason of the fact that he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation as an officer, director, employee or agent of another entity or enterprise.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator is Alan H. Baseman, 2435 Hollywood, Florida 33020.

The undersigned has executed these Articles of Incorporation on this _____ day of June, 1995.



INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is **TAIGA INDUSTRIES, INC.**
2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

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.

Signature: _____

Barbara Neely
Capital Connection, Inc.

Date: _____

6-15-95

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DIVISION OF CORPORATIONS
95 JUN 15 PM 12:31

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 221-8870 • 1-800-342-8062 • Fax (904) 222-1222

P95000046546

RECEIVED
97 JUL 22

Taiga Industries

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*****630.00 *****35.00

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Name Reservation _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search ^{2/} _____
- ___ Fictitious Owner Search *7/23* _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 22 PM 3:56

FILED

CP @ 35.

Signature _____

Requested by: WLL Date 7/22 Time 3:30

Walk-In _____ Will Pick Up _____

JOY RA Resign

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTIHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Capital Connection, Inc.

(Name of registered agent)

hereby resigns as Registered Agent for Taiga Industries, Inc.

(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



(Signature of resigning agent)

If signing on behalf of an entity:

Weimer Lopez

(Typed or Printed Name)

Registered Agent Coordinator

(Capacity)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 22 PM 3:56

FILED

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314