

P96000011461

ERIC C. DAVIS
11830 S.W. 80TH STREET
SUITE 417
MIAMI, FLORIDA 33183
(305) 254-3763

January 30, 1996

11830 SW 80TH STREET
SUITE 417
MIAMI, FLORIDA 33183
*****78.75 *****78.75

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

RE: TOUCAN TRADING CORPORATION

To whom it may concern:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return to us one certificate copy.

We are enclosing our check in the amount of \$78.75, covering the Filing Fee and Certificate.

Very Truly Yours,



ERIC C. DAVIS
Director

FEB 6 1996 BSB

:cbd
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TOUCAN TRADING CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: TOUCAN TRADING CORPORATION

The name of this corporation is TOUCAN TRADING CORPORATION.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of the State.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11830 S.W. 80th Street, Suite 417, Miami, Florida 33183, and the name of the initial registered agent of this corporation at that address is Eric C. Davis.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Eric C. Davis
11830 S.W. 80th Street
Suite 417
Miami, Florida 33183

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator signing these articles is: Eric C. Davis,
11830 S.W. 80th Street, Suite 417, Miami, Florida 33183.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or
director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in
these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board
of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on the 30 day of January, 1996.


ERIC C. DAVIS
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the State
and County set forth above, personally appeared Eric C. Davis, known to be and known
by me to be the person who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of Incorporation.

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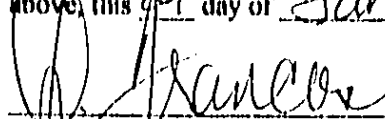


L. FRANCES
My Comm Exp 9/18/99
Notary Public, State of Florida



Notary Public
No. CC49646
() Personally Known () Other E. B.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County
above, this 9th day of January, 1996.



NOTARY PUBLIC, State of Florida
at Large

My commission expires: 8-19-99

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Provisions of Section 607.0501, Florida Statutes, the following is submitted:

FIRST that TOUCAN TRADING CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11830 S.W. 80th Street, Suite 417, Miami, Florida 33183, has named Eric C. Davis as its registered agent to accept service of process within Florida.

Dated: 1/30/96


ERIC C. DAVIS, Director

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


ERIC C. DAVIS
Registered Agent