

P 96000020033

Check Number Only

3-4-96 *Mr Irving*

Andrew Irving
Requestor's Name
147 Alhambra Circle #200
Address
Coral Gables, FL 33134
City State ZIP Phone
442-4804


VALIDATION ONLY

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95 MAR -5 AM 10: 09
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

JOLED & TRADING, INC

 **Empire Toll Free: 1-800-432-3028**

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

47 Pick Up

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DIVISION

CERTIFIED COPY

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION

OF

TOLEDO TRADING, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation :

I

The name of the corporation is : TOLEDO TRADING, INC.

II

The period of duration of the Corporation is perpetual.

III

The Corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit :

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

IV

Authorized Shares

NUMBER - The aggregate number of shares that the Corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

INITIAL ISSUE - One Hundred (100) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One (\$1) Dollar per share.

DIVIDENDS - The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholders, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

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V

The initial street address in Florida of the initial principal office of the Corporation is :

3700 N.W. 62 Street
Miami, FL 33147

The initial place of business of the Corporation is :

3700 N.W. 62 Street
Miami, FL 33147

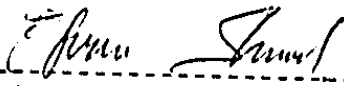
and the name of the initial Registered Agent is :

EFRAIM SHNMUEL

Whose registered office is located at :

3700 N.W. 62 Street
Miami, FL 33147

The undersigned agrees to act as the registered agent for the Corporation for service of process pursuant to applicable Florida Statutes.



Efraim Shnmuel

VI

The Corporation shall have no directors. The business of the Corporation shall be managed by the stockholders of the Corporation in accordance with the Florida Statutes.

VII

INITIAL OFFICERS - The initial officers of the Corporation are :

PRESIDENT : SALOMON HOMSANY

SECRETARY : SALOMON HOMSANY

VIII

The name and address of the initial incorporator is as follows :

SALOMON HOMSANY
3700 N.W. 62 Street
Miami, FL 33147

IX

The shareholders shall have the power to adopt, ammend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

X

The shareholders shall, at the first meeting called for that purpose, adopt By-laws not inconsistent with these Articles, and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

IN WITNESS WHEREOF, THE UNDERSIGNED has(have) made and subscribed to these Articles if Incorporation, at Miami, Florida on the 22nd day of February, 1996.

[Handwritten signature of Salomon Homsany]

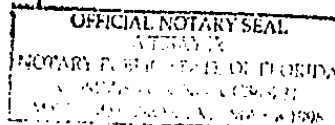
Salomon Homsany

STATE OF FLORIDA:
COUNTY OF DADE :

Before me, the undersigned authority, appeared Salomon Homsany who is to me known to be the person described in and who subscribed to the above Articles of Incorporation, and he(she) did freely and voluntarily acknowledge before me according to law, that he(she) made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami in said County and State, this 22nd day of February ,1996.

NOTARY PUBLIC
My commission expires :



STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Efram J. Hunt
 Requestor's Name
 3700 N.W. 63 St
 Address
 Miami Fl. 33147 305-636-2996
 City/State/Zip Phone #

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 96 MAR 27 AM 8:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tolpoda Trading (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

SHOULD ISSUE
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 *****35.00 *****35.00

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS MAR 27 1996

Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Colorado Trading Inc
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

see attached

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 15 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 27 of March, 19 96.

Signature Efraim Shumel
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

EFRAIM SHUMEL

Typed or printed name

pres.

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 1996

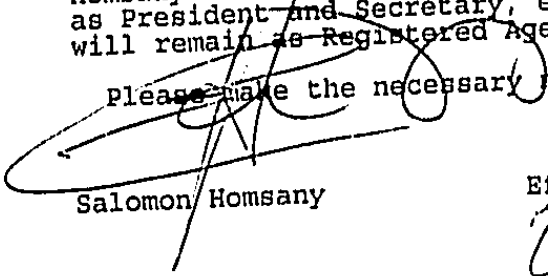
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

REF : Toledo Trading, Inc.
3700 NW 62 Street
Miami, FL 33147
Corporation number P960000R0033

Gentlemen :

In a meeting held today, all of the shareholders of Toledo Trading, Inc., have accepted the resignation of Salomon Homsany as President and Secretary, and appointed Efraim Shnmuel as President and Secretary, effective today. Efraim Shnmuel will remain as Registered Agent.

Please make the necessary notations in your records.


Salomon Homsany

Efraim Shnmuel
