

3/08/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:55 AM

(((H96000003178))) EFFECTIVE COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 102 N. FLANLIER ST
 STATE OF FLORIDA SUITE 100
 109 EAST GILLESPIE STREET TALLAHASSEE, FL 32301
 TALLAHASSEE, FL 32301 CONTACT: RAY STORMONT
 FAX: (904) 22-4000 PHONE: (305) 541-3094
 FAX: (305) 541-3770

(((H96000003178))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GINKI, INC.
 FAX AUDIT NUMBER: H90000003178 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/08/1996 TIME REQUESTED: 10:55:49
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000003178)))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM Connect: 00:22:2

FILED
 96 MAR -6 PM 4: 36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Handwritten signature]
 RECEIVED
 96 MAR -6 PM 1: 03
 DIVISION OF CORPORATIONS

④

ARTICLES OF INCORPORATION
OF
GINKI, INC.

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be GINKI, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to be engaged in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 10101 East Bay Harbor Drive, Suite 702, Bay Harbor Island, FL 33154.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Directors.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

Law Office of Frank Wolland, Esq.
11601 Biscayne Blvd. #301
N. Miami, FL 33181 (305) 899.8888
FBN. 247537

FILED
MAR-6 PM 4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 960000 03178

H 960000 03178

H 960000 03178

ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The name and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
Gladys Martinez-Malo	10101 E. Bay Harbor Dr #702 Bay Harbor Island, FL 33154	Pres./Sec./Treas

ARTICLE X

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is GLADYS MARTINEZ-MALO, 10101 E. Bay Harbor Drive, Suite 702, Bay Harbor Island, FL 33154.

ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: Frank Wolland, Esq., 11601 Biscayne Boulevard #301, North Miami, FL 33181.

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.

H 960000 03178

H 960000 03178

[Signature]
FRANK WOLLAND
Registered Agent

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this day of March, 1996.

[Signature]
GLADYS MARTINEZ-MALO
Incorporator

STATE OF FLORIDA;
COUNTY OF DADE :

BEFORE ME the undersigned authority personally appeared, GLADYS MARTINEZ-MALO, incorporator to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that she executed the same for the purposes therein expressed.

personally known or
produced *[Signature]* as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at North Miami, Florida on this 6th day of March, 1996.

[Signature]
Notary Public, State of Florida

FILED
96 MAR -6 PM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL NOTARY SEAL
BARBARA J BRUMMETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC487060
MY COMMISSION EXPIRES AUG. 8, 1999

H 960000 03178

P96000020712

FRANK WOLLAND
ATTORNEY AT LAW
11601 DISCAYNE BLVD. SUITE 301
MIAMI, FL 33181
TEL: (305) 892-8588 • FAX: (305) 892-8434

100001774021
-04/09/96--01101--008
*****35.00 *****35.00

April 2, 1996

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

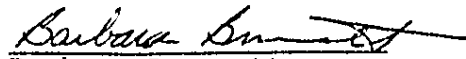
Re: Articles of Amendment to Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of GINKI, INC. changing the name of the corporation to GINMART, INC. Enclosed also find my check in the sum of \$35.00 as the filing fee for the Articles of Amendment.

I enclose a prestamped and addressed envelope for your convenience in returning same to me.

Very truly yours,


Barbara Brummett
Secretary

Encls.

FILED
96 APR -8 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/C

VS APR 11 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GINKI, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)*

ARTICLE I: The name of the corporation shall be changed to GINMARI, INC.

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:

FILED
96 APR -8 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIRD: The date of each amendment's adoption: April 2, 1996

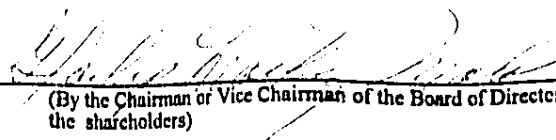
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 of April, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GLADYS MARTINEZ-MALO

Typed or printed name

President / Director

Title