

P 96000026089

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

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 \$ _____

OK 3/25/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<i>MC</i>	_____	CK No. _____
BY _____	<i>MC</i>	_____	_____

WALK-IN *3/25 12:00*
 Will Pick Up _____

RE: Law. Import. Fee 57657
Corp. 96 MAR 25 PM 1:20

SECRETARY OF DISBURSED
 TALLAHASSEE, FLORIDA

- Digital Express™
- Art. of Inc. File _____
- _____ Corp. Record Search _____
- _____ Ltd. Partnership File _____
- _____ Foreign Corp. File _____
- () Cert. Copy(s) _____
- _____ Art. of Amend. File _____
- _____ Dissolution/Withdrawal _____
- _____ C U S- _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Annual Report/Reinstatement _____
- _____ Reg. Agent Service _____
- _____ Document Filing _____
- _____ Corporate Kit _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ Document Retrieval _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ File No.'s, _____ Copies _____
- _____ Courier Service _____
- _____ Shipping/Handling _____
- _____ Phone () _____
- _____ Top Priority _____
- _____ Express Mail Prop. _____
- _____ FAX () _____ pgs. _____

1000011755001
 -03725796--01059--010
 ****122.50 ***122.50

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

RECEIVED
 96 MAR 25 AM 11:45
 DIVISION OF CORPORATION

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
LAU IMPORT-EXPORT CORP.

FILED
96 MAR 25 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is LAU IMPORT-EXPORT CORP.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail, Ste. 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Dieter Lau
4708 White Taile Lane
Sarasota, FL 34238

Brigitte Lau
4708 White Taile Lane
Sarasota, FL 34238

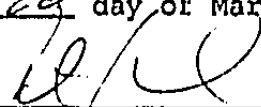
ARTICLE VII - Incorporator

Peter J. Jaensch
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 1996.




PETER J. JAENSCH

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, 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.

WITNESS my hand and official seal in the state and county aforesaid this 27th day of March, 1996.



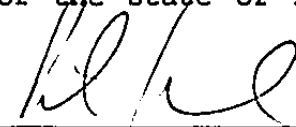
Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.



Peter J. Jaensch

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

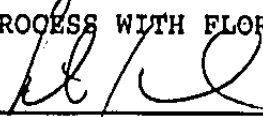
FILED

90 MAR 25 11:28

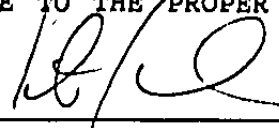
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT **LAU IMPORT-EXPORT CORP.**
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED PETER J. JAENSCH, LOCATED AT 3400 SOUTH TAMiami TRAIL, SUITE 303, CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)
TITLE Corp. Counsel
DATE 3-22-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Peter J. Jaensch
DATE 3-22-96

P96000026089

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. 52602

RE: Transatlantic Impex Corp

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 \$ _____

5/20/96
 Payment \$17
 Ledger \$4
 Update \$4
 Verify \$4

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

FILED
 96 MAY 20 PM 3:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 MAY 17

*00789,00524,00544
 00672

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/17		
TIME	9:30		CK No.
BY	DJ		

WALK-IN Will Pick Up _____

FEE.....	\$ 4.95
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



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

86 MAY 20 AM 10:23

May 17, 1996

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32301

SUBJECT: LAU IMPORT-EXPORT CORP.
Ref. Number: P96000026089

We have received your document for LAU IMPORT-EXPORT CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please put the "old" name of the corporation in the heading under Articles of Amendment.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 996A00024629

*Corrected
Thank you Annette*

ARTICLES OF AMENDMENT

OF LAU IMPORT-EXPORT CORP.

FILED

In accordance with Section 607.187 of the Florida Statutes, the Articles of Incorporation of LAU IMPORT-EXPORT, INC. are hereby amended as follows:

96 MAY 20 10 35 AM '96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The current name of the corporation is LAU IMPORT-EXPORT CORP.

2. The following amendment was adopted by the shareholders dated May 8, 1996, attached hereto as Exhibit A:

The name of the corporation is hereby changed to:

Transatlantic ImpEx Corp.

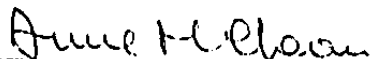
IN WITNESS WHEREOF, the undersigned officer(s) of the corporation have executed these Articles of Amendment.


Dieter Lau - President

I HEREBY CERTIFY AND ACKNOWLEDGE, that the foregoing Articles of Amendment were authorized by written statement of all of the shareholders of the corporation on 05-15 1996.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of May 1996., _____ known by me to the person who executed the foregoing Articles of Amendment, and she acknowledged before that she executed those Articles of Amendment.


Anne McLean Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

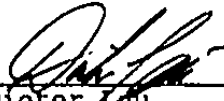
EXHIBIT A

MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
LAU IMPORT-EXPORT CORP.

The undersigned being the sole shareholder of LAU IMPORT-EXPORT CORP., a Florida Corporation (hereafter the "Corporation"), in accordance with Section 607.0874, Florida Statutes, held a special meeting of the shareholders of the Corporation on May 8, 1996, and took the following actions:

1. The Articles of Amendment of even date herewith changing the name of the corporation to Transatlantic ImpEx Corp. are hereby APPROVED.

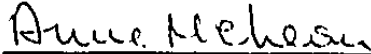
IN WITNESS WHEREOF, the undersigned, as the sole shareholder of Lau Import-Export Corp., has executed these minutes on the 8th day of May, 1996.



Dieter Lau

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of May, 1996.



Anne McLean Notary Public

My Commission expires:



ANNE Mc LEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.