

5/07/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF REVENUE  
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PHONE: (305) 541-3094  
FAX: (305) 541-3770

(((H96000006481))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: LANE TRADING, CORP.

FAX AUDIT NUMBER: H96000006481  
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MAY -8 1996  
MAY -8 1996

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FLORIDA DIVISION OF CORPORATIONS

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## ARTICLES OF INCORPORATION

### ARTICLE I-NAME

The name and principal address of this corporation is:

Lane Trading, Corp.  
782 NW Le Jeune Rd, Suite 434  
Miami FL 33126

### ARTICLE II-DURATION

This corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

### ARTICLE III-PURPOSE

This corporation is organized for the purpose of undertaking any and all lawful business.

### ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$ 1.00 per value common stock.

### ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the common shares all receive a rateable distribution of the assets of the corporation.

### ARTICLE VI-PREEMPTIVE RIGHTS

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

### ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent for this corporation at that address is.

George Tomio  
782 NW Le Jeune Rd, Suite 434  
Miami, FL 33126

- 1 -

Prepared by: Antonio R. Lopez, CPA - 782 NW Le Jeune Rd Ste 434, Miami FL 33126 (305) 448-3323

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**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

**George Tomio, President & Secretary  
Eliane R. Rocha Tomio, Vice-Pres & Treasurer  
782 NW Le Jeune Rd, Suite 434  
Miami, FL 33128**

**ARTICLE IX-INCORPORATORS**

The names and addresses of the persons signing these Articles are:

**George Tomio  
782 NW Le Jeune Rd, Suite 434  
Miami FL 33128**

**ARTICLE X-BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issue initially to the following persons in the amount set opposite their names:

**George Tomio..... 50 Shares  
Eliane R. Rocha Tomio..... 50 Shares**

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

**ARTICLE XII-CUMULATIVE VOTING**

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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**ARTICLE XIII-CALLING OF SPECIAL MEETINGS**

Special meeting of the shareholders may be called by the Board of Directors.

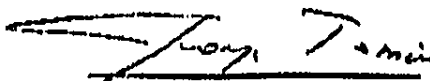
**ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV-AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of May of 1996.

  
Incorporator

\_\_\_\_\_  
Incorporator

Sworn before me at Miami, Florida on this 7th day of May of 1996.

  
Notary Public



ANTONIO R. LOPEZ  
COMMISSION # CX 488048  
EXPIRES SEP 14, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT and REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

FIRST that, Lane Trading, Corp., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named George Tomie located at 782 NW Le Jeune Rd, Suite 434, Miami FL 33126 City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above stated corporation at 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.

  
\_\_\_\_\_  
Registered Agent

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05 MAY -8 PM 3:47

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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. LANE TRADING, CORP.

(Corporation Name)

(Document #)

ESTABLISHED 1983

05/04/97 01054 003

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2.

(Corporation Name)

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Amend

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(Corporation Name)

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4.

(Corporation Name)

(Document #)

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AMENDMENTS	
<input 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

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT

Lane Trading, Corp.

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TALLAHASSEE, FLORIDA

Lane Trading, Corp., a corporation of the State of Florida whose registered office is located at 782 NW Le Jeune Rd, Suite 434, Miami FL 33126, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on September 3, 1997, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE VIII and ARTICLE XI of the Articles of Incorporation are amended to read as follows:

ARTICLE VIII - Board of Directors

This corporation shall have 3 directors. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the directors of this corporation are:

George Tomic, President  
782 NW Le Jeune Rd, Suite 434  
Miami, FL 33126

Eliene R. Rocha Tomic, VicePresident  
782 NW Le Jeune Rd, Suite 434  
Miami, FL 33126

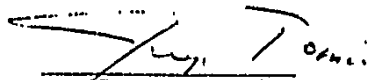
Geraldo Rocha Pinto, Secretary  
782 NW Le Jeune Rd, Suite 434  
Miami, FL 33126

ARTICLE XI - Restrictions on the transfer of stock

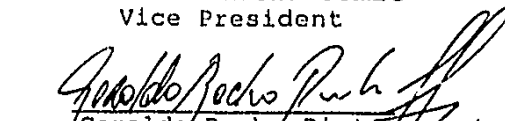
Shares of capital stock of this corporation shall be issue to the following persons in the amount set opposite their names:

George Tomic ..... 34 shares  
Eliane R. Rocha Tomic..... 33 shares  
Geraldo Rocha Pinto..... 33 shares

Shares held by the shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

  
George Tomic  
President

  
Eliane R. Rocha Tomic  
Vice President

  
Geraldo Rocha Pinto  
Secretary

Witness my hand and official seal at Miami, Dade County Florida, this 3rd day of September of 1997.

  
Notary Public



ANTONIO R. LOPEZ  
COMMISSION # CC 495849  
EXPIRES SEP 14, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC