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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE 954471 4326591

AUTHORIZATION :

COST LIMIT : \$ 122,50

Patricia Piquet

ORDER DATE : May 15, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 954471

CUSTOMER NO: 4326591

CUSTOMER: Allen Von Spiegelfeld, Esq  
FOWLER WHITE GILLEN BOGGS  
VILLAREAL & BANKER, P.A.  
501 East Kennedy Boulevard

500001323805

Tampa, FL 33602

DOMESTIC FILING

NAME: TOHO TRADING INTERNATIONAL,  
INC.

EFFECTIVE DATE: 5/14

X        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: \_\_\_\_\_

TH  
5-16-96

**ARTICLES OF INCORPORATION  
OF  
TOHO TRADING INTERNATIONAL, INC.**

FILED  
96 MAY 15 11 38 AM  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Toho Trading International, Inc.

The principal office and mailing address of this corporation shall be:

333 West Kennedy Boulevard  
Suite 207  
Tampa, Florida 33609

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on May 14, 1996, and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

##### General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other

securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## ARTICLE V

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Allen Von Spiegelfeld. The corporation may change its registered office or its registered agent or both by filing

with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### **ARTICLE VII**

##### **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Yan Xuelian	333 West Kennedy Boulevard Suite 207 Tampa, Florida 33609

#### **ARTICLE VIII**

##### **Incorporator**

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Allen Von Spiegelfeld	501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

#### **ARTICLE IX**

##### **Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these  
Articles for the uses and purposes therein stated.

  
Allen Von Spiegel

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th  
day of May, 1996, by ALLEN VON SPIEGELFELD, who is  
personally known to me or who has produced N/A as  
identification.

  
  
Print Name

Notary Public

My Commission Expires:



DEBORAH L. BAKER  
My Commission CC222222  
Expires Jun 30, 1997  
Bonded by ANB  
800-882-8878

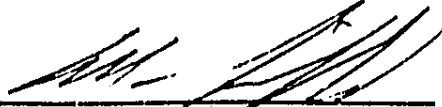


**CERTIFICATE OF ACCEPTANCE**

FILED  
96 MAY 15 PM 8:50  
SECY  
TALLAHASSEE  
FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature

  
Allen Von Spiegelfeld  
Registered Agent

Date

May 14, 1996