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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

TOUCAN INDUSTRIES, INC.

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Articles

11/22/02 - DC



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 22, 2002

TOUCAN INDUSTRIES, INC.
1857 SW 3RD STREET
POMPANO BEACH, FL 33069

SUBJECT: TOUCAN INDUSTRIES, INC.
REF: P97000067718

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

11-20-02

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME IS INCOMPLETE ON THE REGISTERED AGENT ACCEPTANCE PAGE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX And. #: H02000228453
Letter Number: 302A00063164

PLEASE GIVE ORIGINAL SUBMISSION
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11-20-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

TOUCAN INDUSTRIES, INC.
1857 SW 3RD STREET
POMPANO BEACH, FL 33069

SUBJECT: TOUCAN INDUSTRIES, INC.
REF: P97000067718

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

11-20-02

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Attn. #: H02000228453
Letter Number: 402A00062764

PLEASE GIVE ORIGINAL SUBMISSION
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11-20-02

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RESTATED
ARTICLES OF INCORPORATION
OF
TOUCAN INDUSTRIES, INC.
(a Florida corporation)

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DIVISION OF CORPORATIONS
2002 NOV 20 PM 3:47

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of this corporation is **TOUCAN INDUSTRIES, INC.**, Document #P97000067718, filed on August 5, 1997 (the "Corporation").

2. The following Restated Articles of Incorporation were unanimously adopted by all of the Directors and Shareholders (the number of votes cast being sufficient for approval) of the Corporation, on November 18, 2002, in the manner prescribed by Sections 607.0704, 607.0821, 607.1003 and 607.1006 of the Act.

3. Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of the following Restated Articles of Incorporation with the Department of State of the State of Florida, shall be reclassified into Ten (10) Shares of Class A Voting Common Stock, with no par value per share, and Four Hundred Ninety (490) Shares of Class B Non-Voting Common Stock, with no par value per share, without any action on the part of the holders thereof. Each Shareholder of record shall surrender any certificate formally representing the common stock of the Corporation. Upon the surrender to the Corporation of any such certificate, the holder of such certificate shall, for each share of common stock, be entitled to receive Ten (10) Shares of the Class A Voting Common Stock, with no par value per share, and Four Hundred Ninety (490) Shares of the Class B Non-Voting Common Stock, with no par value per share, of the Corporation. The provisions of this paragraph are provided in accordance with Section 607.1006(1)(c) of the Act.

4. The following Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them:

"ARTICLE I
NAME

The name of the corporation is **TOUCAN INDUSTRIES, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 2161 Blount Road, Pompano Beach, Florida 33069.

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ARTICLE III
SHARES

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	<u>Stock</u>
2,000	\$0.00	Class A Voting Common
98,000	\$0.00	Class B Non-Voting Common

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent, or otherwise (except as otherwise provided in the Florida Business Corporation Act).

Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of these Restated Articles of Incorporation with the Department of State of the State of Florida shall be reclassified into Ten (10) shares of Class A Voting Common Stock, with no par value per share, and Four Hundred Ninety (490) shares of Class B Non-Voting Common Stock, with no par value per share, without any action on the part of the holders thereof. Immediately following such reclassification, the aggregate number of issued shares of Class A Voting Common Stock, with no par value per share, shall not exceed Two Thousand (2,000) shares and the aggregate number of issued shares of Class B Non-Voting Common Stock, with no par value per share, shall not exceed Ninety-Eight Thousand (98,000) shares.

ARTICLE IV
DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 2161 Blount Road, Pompano Beach, Florida 33069 and the name of the Corporation's registered agent at that office is ALLISON SATTAUR-LOPEZ."

The undersigned President of the Corporation has executed these Restated Articles of Incorporation as of the 18th day of ~~October~~ November, 2002.

TOUCAN INDUSTRIES, INC., a Florida corporation

By: Allison Sattaur-Lopez
ALLISON SATTAUR-LOPEZ, President

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EXHIBIT A
PLAN OF RECAPITALIZATION
OF
TOUCAN INDUSTRIES, INC.

This Plan of Recapitalization is adopted by the Board of Directors of TOUCAN INDUSTRIES, INC., a Florida corporation (the "Corporation"), as of the 18th day of November, 2002.

I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is Two Hundred (200) shares of common stock, with no par value per share (the "Common Stock"), of which Two Hundred (200) shares are issued, fully paid, and outstanding.

II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the Recapitalization Consideration (as such term is defined in Section 2.3(b) hereof).

(b) The Reclassification shall become effective upon the filing of the Restated Articles of Incorporation of the Corporation (the "Restated Articles") with the Department of State of the State of Florida in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time."

2.2 Reclassification of Stock. At the Effective Time, each authorized, issued and outstanding share of Common Stock shall, without any action on the part of the holder thereof, be reclassified as, and converted into, the right to receive: (i) Ten (10) fully paid and nonassessable shares of Voting Common Stock, with no par value per share, of the Corporation ("Class A Stock"); and (ii) Four Hundred Ninety (490) fully paid and nonassessable shares of Non-Voting Common Stock, with no par value per share, of the Corporation ("Class B Stock"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Stock shall not be

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entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Act).

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the holder of such certificate or certificates shall, for each share of Common Stock, be entitled to receive Ten (10) shares of the Class A Stock and Four Hundred Ninety (490) shares of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "Recapitalization Consideration."

(c) Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated, at the Effective Time in the manner set forth in the Restated Articles, and as so amended and restated, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated at the Effective Time in the manner set forth in the Amended and Restated Bylaws of the Corporation attached as an exhibit hereto (the "Amended and Restated Bylaws"), and as so amended and restated, shall be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Restated Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

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(c) Approval of the Bylaws. The approval of the Amended and Restated Bylaws by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

The Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its president and attested by its secretary.

TOUCAN INDUSTRIES, INC., a Florida
corporation.

By: 

ALLISON SATTAUR-LOPEZ, President

Attest:


ALLISON SATTAUR-LOPEZ, Secretary

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ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

TOUCAN INDUSTRIES, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the 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 provision of Section 48.091, Florida Statutes, and I am familiar with and accept the obligations of my position as registered agent.

By: 
ALLISON SATTAUR-LOPEZ

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