

P95000029170

STATE OF FLORIDA
SECRETARY OF CORPORATIONS
APR 13 PM 2:18

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)
890 S.W. 87 AVENUE, SUITE 116
(Address)
MIAMI, FLORIDA 33174 (305) 552-5973
(City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(904) 385-6735

OFFICE USE ONLY

1000001459171
-04/13/95--01084--013
*****78.75 *****78.75

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

- Visual Knowledge, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

Walk in Pick up time 5:00

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| 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 |

W95.7748
634

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
VISUAL KNOWLEDGE, INC.

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ARTICLE I

The name of the corporation is VISUAL KNOWLEDGE, INC.
3925 NW 25 Street
Miami, Fl. 33142

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Laws of the State of Florida.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1000) shares of One (\$1.00) Dollar par value each. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation or in any voting agreement to which all shareholders are party, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

GONZALO F. NUNEZ
3925 N.W. 25th Street
Miami, Florida 33142

JUAN FERNANDO DE ANGULO
3925 N.W. 25th Street
Miami, Florida 33142

ARTICLE XI

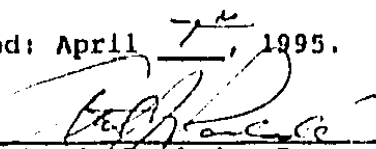
The initial registered agent of the corporation is Alberto J. Parlade, Esquire. The street address of the corporation's initial registered office is 3850 S.W. 87th Avenue, Suite 207, Miami, Florida 33165.

ARTICLE XII

The name and address of the incorporator of the corporation is Alberto J. Parlade, Esquire, 3850 S.W. 87th Avenue, Suite 207, Miami, Florida 33165.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: April 7th, 1995.



Alberto J. Parlade, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VISUAL KNOWLEDGE, INC..
2. The name and address of the registered agent and office is:

ALBERTO J. PARLADE
3850 S.W. 87 Avenue, Suite 207
Miami, Florida 33165

Signature 
ALBERTO J. PARLADE, Incorporator

Date: April 7th, 1995.

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 PROVISIONS OF ALL STATUES 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.

Signature 
ALBERTO J. PARLADE

Date: April 7th, 1995.