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FILED  
95 MAY -8 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

(904)385-6735

OFFICE USE ONLY

9000011481429  
05/09/95- 01176--009  
\*\*\*\*122.50 \*\*\*\*122.50

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

- VCR TRADING CORPORATION  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     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

NANCY HENDRICKS MAY - 8 1995

Examiner's Initials

ARTICLES OF INCORPORATION

OF

VCR Trading Corporation

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be \_\_\_\_\_

VCR Trading Corporation

ARTICLE TWO

The corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

ARTICLE THREE

The general purposes for which the corporation is organized are:

(a) To engage in the Import & Export of various goods

(b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is 1000 shares of Common Stock with a par value of \$1.00 per share.

The shares of the corporation are not to be divided into classes nor is the corporation authorized to issue shares in series.

#### ARTICLE FIVE

The name and street address of the initial Registered Agent and registered office of the corporation are as follows:

Cesar Cunha 10010 N.W. 44th Terr. #205 Miami, Fla. 33178

The corporation shall have the privilege of opening branch offices at any other place within or without the State of Florida and the Board of Directors may, from time to time, move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

#### ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one (1) member who shall serve until his successors are elected and qualified at the First Annual Meeting of Stockholders. The name and address of the initial Board of Directors is as follows:

Ricardo Cunha 10249 N.W. 56th St. Miami, Fl. 33178

A Board of Directors consisting of not less than one (1) nor more than seven (7) members shall be elected at the First Annual Meeting of Stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

#### ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

Ricardo Cunha	10249 N.W. 56th St.	Miami, Fl.	33178
Cesar Cunha	10010 N.W. 44th Terr. #205	Miami, Fl.	33178
Augusto Lima	10010 N.W. 44th Terr. #205	Miami, Fl.	33178

#### ARTICLE EIGHT

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida

#### ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

#### ARTICLE TEN

The name and address of the incorporator is as follows:

Cesar Cunha 10010 N.W. 44th Terr. #205 Miami, Fl. 33178

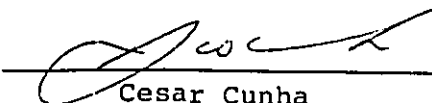
The principal office's address is as follows:

7234 N.W. 70th Street Miami, Fl. 33166

**ARTICLE ELEVEN**

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, this \_\_\_\_ day of \_\_\_\_\_, 199\_\_, and does hereby certify that the facts and matters hereinabove set forth are true and correct to the best of his/her knowledge and belief.

  
Cesar Cunha

STATE OF FLORIDA     ]     ] ss:  
COUNTY OF DADE     ]

I HEREBY CERTIFY that on this day before me an officers duly authorized to administer oaths and take acknowledgements personally appeared \_\_\_\_\_ to me known to be the person described herein and who executed the foregoing Articles of Incorporation who acknowledged before me that he/she executed the same and that an oath was taken.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, State and County aforesaid, this \_\_\_\_ day of \_\_\_\_\_ 199\_\_.

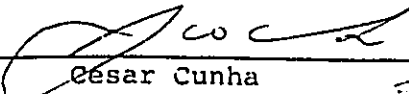
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

\_\_\_\_\_  
(Print Name of Notary)

My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for VCR Trading Corporation at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in said capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.

  
Cesar Cunha

FILED  
MAY 11 1935  
MAY 11 1935

STATE OF FLORIDA     ]  
                                  ] ss:  
COUNTY OF DADE        ]

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgements personally appeared \_\_\_\_\_ to me known to be the person described herein and who executed the foregoing instrument, who acknowledged before me that he/she executed the same and that an oath was taken.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, State and County aforesaid, this \_\_\_ day of \_\_\_\_\_, 199\_\_.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

\_\_\_\_\_  
(Print Name of Notary)

My Commission Expires: