

P96000020040

CAZARUS 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

800001729458
 -03/01/96--01063--015
 ****122.50 ****122.50

Office Use Only

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

1. O.S. CAR 210
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (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

02502
W-96-4703

RECEIVED
 96 MAR - 1 AM 11:05
 DIVISION OF CORPORATIONS

Examiner's Initials g/3/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: O.S. CAR, INC.
Ref. Number: W9600004703

We have received your document for O.S. CAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00009248

RECEIVED
96 MAR -5 AM 11:45
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION
OF
O. S. MOTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -5 PM 2:06

We the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be: O.S. MOTORS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a) The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.
- b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.
- c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of deal in land and leaseholds, and any interest, state and rights in real property, and personal or mixed property, and any franchises rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any all powers above set forth as fully as natural persons, whether as principals, agents trustees or otherwise.
- d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- e) To purchase, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for purchases of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder's quorum or vote.
- f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be one hundred (100) shares, all of which shall be of \$ 1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is:
6905 NW. 82 Avenue, Miami, Fl. 33166 and the initial registered agent at such address is:
OSVALDO SCALIA

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is:
6905 NW 82 Avenue Miami, Fl. 33166

ARTICLE VII

This corporation shall have Two (2) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the firsts year of its existence or until their successors are elected and qualified, are as follows:

OSVALDO SCALIA
21240 NE. 3rd. Court
MIAMI, FL. 33179

President
Registered Agent

ANTONIO ESCOBAR
9911 West Okeechobee, Rd
Apt. 301. Hialeah Garden, Fl .33016

Secretary

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follow;

<u>N A M E</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
OSVALDO SCALIA	21240 NE. 3rd. COURT MIAMI, FL. 33179	100	\$100.00
ANTONIO ESCOBAR	9911 WEST OKEECHOBEE. Rd. APT. 301 HIALEAH GARDEN, FL. 33016		

ARTICLE X

The management and control of the business of this corporation shall be continued under directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit : a: President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not limitation of the powers conferred by Statute, the Board of Directors in expressly authorized:

- a: To adopt an amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholder's meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchise, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

IN THE WITNESS WHEREOF, the Incorporators have hereunto set their respective hands and seals this twenty eight day of February, 1996



(seal)



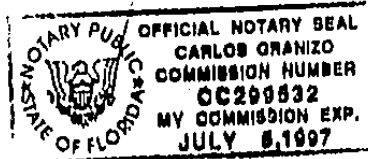
(seal)

State of Florida
County of Dade

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Osvaldo Scalia and Antonio Escobar, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this twenty eight day of February 1996.





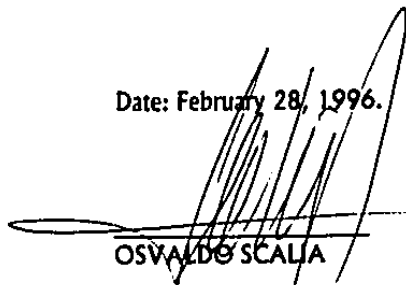
STATE OF FLORIDA

COUNTY OF DADE

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, 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.

Date: February 28, 1996.



OSVALDO SCALIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -5 PM 2:06

P96 000020040

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

100002005721--1
-11/15/96--01045--019
*****35.00 *****35.00

Office Use Only

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

1. O.S. MOTORS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 NOV 15 PM 3:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE

- 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 checked="" 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

RECEIVED
96 NOV 15 AM 11:13
DIVISION OF CORPORATION

N. HENDRICKS NOV 15 1996

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
O. S. MOTORS, INC.**

FILED
96 NOV 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VIII: The names and post office addresses of the Board of Directors and officers of this corporations, who shall hold the office for the first year of its existence or until their successors are elected and qualified, are as follow:

OSVALDO SCALIA President
2140 NE. 3rd. Court Registered Agent
Miami, Fl 33179

Liliana Lozano de Scalia Vice- President
2140 NE. 3rd, Court
Miami, Fl. 33179

Benjamin Rodriguez Secretary
1957 Marselle Dr. # 2
Miami Beach, Fl. 3314

Article IX : The names and post office addresses of the subscribers and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which is not less than the amount of capital with which the corporation begin business, is as follow:

N A M E	ADDRESS	SHARES	VALUE
Oswaldo Scalia	21240 NE 3rd.Court North Miami, Fl 33179	100	\$ 100.00

SECOND: The date of each amendments(s): November 12 1996

THIRD : Adoption of Amendment(s)(check one)

The amendments(s) was/were approved by the shareholders.
The number of votes cast for the amendments(s) was/were
sufficient for a approval.

The amendment(s) was/were approved by the shareholders
through voting groups.

[The following statement must be separately provided
for each voting group entitled to vote separately on the
amendment(s).

"The number of votes cast for the amendments(s) was/were
sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors
without shareholder action and shareholder action was not
required.

The amendment(s) was/were adopted by the incorporators
without shareholder action and shareholder action was not
required.

Signed this 12 day of November, 1996

By

(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(A Director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



OSVALDO SCALIA
PRESIDENT

P96000020040

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

000002165130--2
 -05/05/97--01020--0012
 *****35.00 *****35.00
 Office Use Only

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

1. O.S. MOTORS, INC.
 (Corporation Name) (Document #)
2. _____ Amend
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 97 MAY -5 PM 2:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
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AMENDMENTS	
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/REQUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/5/97
 RDH
 RDH
 RDH
 RDH

RECEIVED
 97 MAY -5 AM 9:48
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
O. S. MOTORS, INC.

FILED
97 MAY -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VIII: The names and post office addresses of the Board of Directors and officers of this corporations, who shall hold the office for the first year of its existence or until their successors are elected and qualified, are as follow:

OSVALDO SCALIA President
2140 NE. 3rd. Court Registered Agent
Miami, Fl 33179

Liliana Lozano de Scalia Vice- President
2140 NE. 3rd, Court
Miami, Fl. 33179

Benjamin Rodriguez Secretary
1957 Marselle Dr. # 2
Miami Beach, Fl. 3314

Miguel Simon Treasure
21250 NE. 3rd. Court
North Miami Beach, Fl.33179

Article IX : The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation begin business, is as follow:

N A M E	ADDRESS	SHARES	VALUE
Osvaldo Scalia	21240 NE 3rd.Court North Miami, Fl 33179	80	\$ 80.00
Miguel Simon	21250 NE. 3 rd . Court North Miami Beach Fl. 31179	20	20.00

SECOND: The date of each amendments(s): March 1st. 1997

THIRD : Adoption of Amendment(s) (check one)

The amendments(s) was/were approved by the shareholders.
The number of votes cast for the amendments(s) was/were sufficient for a approval.

The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendments(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st. day of March, 1997

By

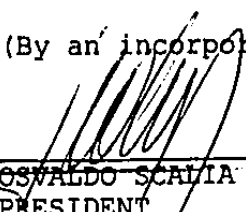
(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(A Director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



OSVALDO SCALIA
PRESIDENT