

P96000039991

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

Office Use Only

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

1. MIAMI EXPRESS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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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

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 95 MAY -9 AM 10:37
 DIVISION OF CORPORATION

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF

Miami Express, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Miami Express, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

ELSA C. RIOS
10661 S.W., 88th St, Suite 216
Miami, FL 33176

The principal address shall be:
15151 W. Dixie Hwy.
North Miami Beach, FL 33162

ARTICLE VII

The initial Board of Directors shall consist of a total of four (4) people and the name and address of the persons who are to serve as initial directors are:

PRESIDENT
FRANCISCO NOBOA
15151 W. Dixie Hwy.
North Miami Beach, FL 33162

TREASURER
LUCIO TUFANO
10613 NW, 57th Street
Miami, FL 33178

VICE-PRESIDENT
GUSTAVO PIETRI
15151 W. Dixie Hwy.
North Miami Beach, FL 33162

SECRETARY
ALVARO DE CASTRO
6555 NW, 36th St., Suite 317
Miami, FL 33166

The name and address of the incorporator executing these Articles of Incorporation is:

ELSA C. RIOS
10661 S.W., 88th Street
Suite 215
Miami, FL 33176

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 08 day of May, 1996.

J. ...

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Francisco Noboa, Gustavo Pietri, Lucio Tufano and Alvaro De Castro known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 08 day of May, 1996.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the 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:

Miami Express, Inc.

2. The name and address of the registered agent and office is:

Elsa C. Rios

(NAME)

10661 S.W., 88th Street, Suite 216

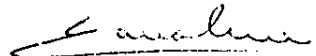
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33176

(CITY/STATE/ZIP CODE)

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 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.

Signature



Date 05/08/96

P96000039991

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

FILED
96 SEP 11 PM 3 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- MIAMI EXPRESS, INC.
(Corporation Name) (Document #)
- _____ (Corporation Name) (Document #)
- _____ (Corporation Name) (Document #)
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Amend
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
*****35.00 *****35.00

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DIVISION OF CORPORATION

Examiner's Initials

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96 SEP 11 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Miami Express, Inc.

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

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

Article VII:

DIRECTORS: The names and addresses of the new Boards of Directors to these articles of incorporation are as follows:

LUCIO TUFANO, 9999 NW, 89th Avenue, Miami, FL 33178, President and Treasurer.
ALVARO DE CASTRO, 9999 NW, 89th Avenue, Miami, FL 33178, Vice-President and Secretary.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 08/26/96

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

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for 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 amendment(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 26 day of August 19 96.

Signature

FN

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

OR

(By a Director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporators)

Francisco Novon

Typed or printed name

President

Title

P96000039991

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

Office Use Only

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 (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 600002311206--7
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3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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[Handwritten Signature]

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

97 OCT -3 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Miami Express, Inc.

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

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

Article VIII:

DIRECTORS: The names and addresses of the new Boards of Directors to these articles of incorporation are as follows:

LUCIO TUFANO, 9949 NW, 89th Avenue, Miami, FL 33178. President, Vice-President, Treasurer & Secretary.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 07/29/97

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

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for 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 amendment(s) was/were sufficient for approval by _____".

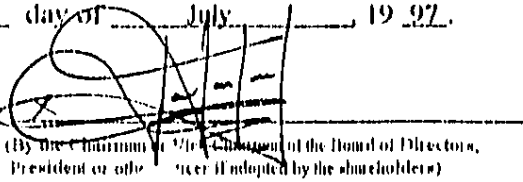
(voting group)

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 29 day of July, 19 97.

Signature



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

OR

(By a Director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporators)

Lucio Tufano

Typed or printed name

President

Title