

P 97000002710

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

300002054023--0  
-01/10/97--01028--051  
\*\*\*\*\*11.25 \*\*\*\*\*3.75  
Office Use Only

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

1. ARGENCARD S.A. INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 JAN 10 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 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

300002054023--0  
-01/10/97--01028--054  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

RECEIVED  
97 JAN 10 AM 11:11  
DIVISION OF CORPORATIONS

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

ARTICLES OF INCORPORATION  
OF

ARGENCARD S.A. INC.

FILED  
97 JAN 10 PM 1:11  
SECRET  
TALLAHASSEE  
STATE  
OF FLORIDA

THE UNDERSIGNED IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, DO HEREBY SUBSCRIBE TO THESE ARTICLES OF INCORPORATION.

ARTICLE I, NAME

THE NAME OF THIS CORPORATION IS:

ARGENCARD S.A. INC.

ARTICLE II, DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE

ARTICLE III, PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

A: OF TRANSACTING ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND UNDER THE LAW OF THE STATE OF FLORIDA.

B: TO PURCHASE, SELL, LEASE, OPERATE, OWN, HOLD TRANSFER, CONVEY, MORTGAGE OR OTHERWISE ENCUMBER, TRADE, EXCHANGE AND GENERALLY DEAL IN REAL ESTATE AND PERSONAL PROPERTY OF EVERY KIND, NATURE AND DESCRIPTION WHERESOEVER LOCATED, BOTH TANGIBLE AND INTANGIBLE AND INCLUDING CHOSES IN ACTION, EITHER AS OWNER, BROKER, AGENT OR FACTOR.

C: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISE, OR FOR ADDITIONAL WORKING CAPITAL, OR FOR ANY OTHER OBJECTIVE IN OR ABOUT ITS BUSINESS AFFAIRS AND WITHOUT LIMIT AS TO THE AMOUNT TO INCUR DEBTS AND TO RAISE BORROW AND SECURE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, EVIDENCE OF INDEBTNESS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST OR OTHERWISE, THE CORPORATION MAY ISSUE ITS STOCK FOR ANY LAWFUL PURPOSES, INCLUDING THE ACQUISITION OF ANY OTHER ENTITY.

D: TO ENGAGE IN ANY AND ALL LAWFUL ACTIVITY AND TO INSTITUTE, PARTICIPATE IN AND PROMOTE COMMERCIAL, MERCANTILE, FINANCIAL AND INDUSTRIAL ENTERPRISES AND OPERATIONS, AND FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV, CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF COMMON STOCK AT ONE (\$1.00) DOLLAR PAR VALUE.

ARTICLE V, PREEMTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL THE RIGHT TO PURCHASE HIS PRO-RATA SHARE AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI, INITIAL  
PRINCIPAL OFFICE

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IS:

3191 CORAL WAY SUITE 115-114  
MIAMI, FLA. 33145

ARTICLE VII, INITIAL  
REGISTERED AGENT AND  
ADDRESS.

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT  
ARE AS FOLLOWS:

NORIVAL CABRAL PONCE LEON FILHO  
3191 CORAL WAY SUITE 115-114 MIAMI, FLA. 33145

ARTICLE VIII, INITIAL  
BOARD OF DIRECTORS.

THIS CORPORATION SHOULD HAVE 1 DIRECTOR(S) INITIALLY .  
THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DECREASE  
BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER  
BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRE-  
CTORS OF THIS CORPORATION ARE:

<u>NAME</u>	<u>ADDRESS</u>
NORIVAL CABRAL PONCE LEON FILHO PRESIDENT-DIRECTOR	3191 CORAL WAY SUITE 115-114 MIAMI, FLA. 33145

ARTICLE IX, BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BY-LAWS SHALL  
BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X, AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY  
PROVISIONS CONTAINED IN THIS ARTICLES OF INCORPORATION OR  
ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHA-  
REHOLDERS, ARE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF THE UNDERSIGNED HAVE EXECUTED THIS AR-  
TICLES OF INCORPORATION THIS 8TH DAY OF JANUARY, 1997.

  
NORIVAL CABRAL PONCE LEON FILHO

-----  
\_\_\_\_\_

STATE OF FLORIDA ]

COUNTY OF DADE ]

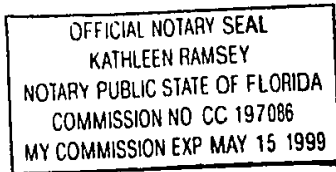
BEFORE ME THE UNDERSIGNED AUTHORITY PERSONALLY APPEARED

NORIVAL CABRAL PONCE LEON FILHO

KNOWN TO ME THE PERSON(S) WHO EXECUTED THE ARTICLES OF INCORPORATION OF ARGENCARD S.S. INC. AND HAS/HAVE AKNOWLEDGED BEFORE ME THAT HE/THEY HAS/HAVE EXECUTED THE SAME FOR THE PURPOSES EXPRESSED THEREIN.

IN WITNESS WHEREOF, I HAVE SET MY HAND AND AFFIXED MY OFFICIAL SEAL AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, THIS 8TH DAY OF JANUARY 1997,

*Kathleen Ramsey*  
NOTARY PUBLIC-STATE OF FLORIDA



REGISTERED AGENT  
ACCEPTANCE.

HAVING BEEN NAME TO ACCEPT SERVICE OF PROCESS FOR ARGENCARD S.A. INC. , AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

*Norival Cabral Ponce Leon Filho*  
RESIDENT AGENT

1-8-97  
DATE

FILED  
97 JAN 10 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA