

P 970000 1676 9

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

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 -02/21/97--01058--023
 ****122.50 ****122.50
 Office Use Only

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

1. U.S.A. MARINE EXHAUST, INC.
 (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

FILED
 97 FEB 21 PM 2:00
 TALLAHASSEE, FLORIDA
 97 FEB 21 PM 2:05
 STATE OF FLORIDA
 SECRETARY OF STATE

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

FILED

97 FEB 21 PM 2:00

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

U. S. A. MARINE EXHAUST, INC.

ARTICLE I - NAME

The name of the corporation is, **U. S. A. Marine Exhaust, Inc.**

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted on the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of this corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having no par value. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors, at a meeting called for such purpose.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principle office of this corporation shall be:

677 West 26 Street

Hialeah, Florida 33010

The initial registered agent of this corporation shall be:

Marvin Ricardo

225 N. W. 72 Avenue

Miami, Florida 33126

who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) Member. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1). The names and addresses of the directors constituting the initial board of directors is:

NAME	ADDRESS
Marvin Ricardo	225 N. W. 72 Avenue Miami, Florida 33126

ARTICLE VII - AMENDMENT

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 shareholders' meeting by 100% of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

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

Pursuant to the provisions of Section 607.0501 or 617.501, Florida Statutes, the undersign 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:

U. S. A. Marine Exhaust, Inc

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

Marvin Ricardo

225 N. W. 72 Avenue

Miami, Florida 33126

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.


Marvin Ricardo

Date _____

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97 FEB 21 PM 2:00
STATE
TREASURER
FLORIDA