

P97000021150

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

STATE OF FLORIDA
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

Office Use Only

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

1. TM IDEAS, CORP.
(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

STATE OF FLORIDA
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
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97 MAR -7 AM 10:01
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
TM IDEAS, CORP.

3/6/97

FILED
97 MAR -7 PM 1:38
STATE
PALM BEACH, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

TM IDEAS, CORP.

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with no par value.

ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 10141 North West 51 Lane, Miami, Florida 33178, and the name of the initial registered agent and registered office is:

Cecilia Figueroa
10141 North West 51 Lane
Miami, Florida 33178

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on March 06, 1997.

ARTICLE 8 - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Oscar Figueroa
10141 North West 51 Lane
Miami, Florida 33178

Cecilia Figueroa
10141 North West 51 Lane
Miami, Florida 33178

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

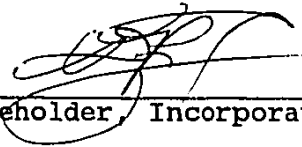
A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on
March 06, 1997



Shareholder, Incorporator

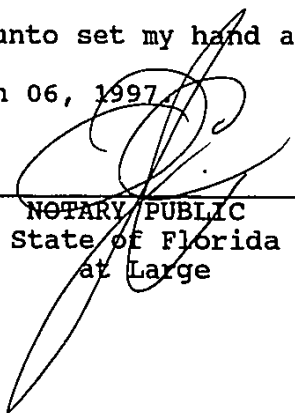


Shareholder, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

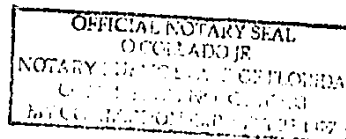
BEFORE ME, a Notary public, personally appeared Oscar Figueroa and Cecilia Figueroa known to me to be the person(s) whose names is(are) subscribed to the within instrument, and acknowledged that he(they) executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Florida, on March 06, 1997.



NOTARY PUBLIC
State of Florida
at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, 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:

TM IDEAS, CORP.

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

Cecilia Figueroa
10141 North West 51 Lane
Miami, Florida 33178

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SECRETARY OF STATE
FLORIDA

SIGNATURE

Cecilia Figueroa
(corporate officer)

TITLE

Director

DATE

03/06/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Cecilia Figueroa

TITLE

Director