

77000054267

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
97 JUN 19 PM 2:01
SECRET
STATE

Office Use Only

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

1. RED-R CORPORATION 200002216812--2
(Corporation Name) (Document #) -06/19/97--01022--010
****122.50 ****122.50
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

RECEIVED
97 JUN 19 AM 10:21
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
RED-R CORPORATION**

FILED
97 JUN 19 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is -:

RED-R CORPORATION

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business, permitted under the laws of the United States and of this State, these activities may include but are not in anywise limited to the operation of the following - :

To engage in the business of -; INVESTMENT, REAL AND PERSONAL PROPERTY; RENTAL & LIVING ACCOMMODATIONS; REPAIRS/ MAINTENANCE/LAWN SERVICES; AUTOMOBILE DETAILING/CAR WASH.

To repair, construct, build and enter into General Construction Services.

To sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the laws of the State of Florida and of the United States, the District of Colombia, and in any foreign country.

To conduct all types of business and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or business as principal or agent, with powers to let contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell,

operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

To act as agent, broker, or attorney-in-fact for any person, firms, or corporation buying, selling and dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other interest therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its

business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **ONE HUNDRED (100) SHARES** of common stock, each share having the par value of **FIVE (\$ 5.00) DOLLARS**.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with, which this corporation will begin business is **FIVE HUNDRED (\$ 500.00) DOLLARS**.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL ADDRESS AND AGENT

The street address of the initial registered and principal office of this corporation is -:

3047 NW 51ST TERRACE, MIAMI, FL 33142,
and the initial registered and principal agent of this corporation at that address is -:

ROSALIND L. BORDEN.

ARTICLE VII - DIRECTORS

This corporation shall have FOUR (4) 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 FOUR (4). The names and addresses are as follows-:

NAMES:	ADDRESSES:
ROSALIND L. BORDEN, Director	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ROSALYN S. BORDEN, Director	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ERMA J. BORDEN, Director	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
DANA T. BORDEN Director	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.

ARTICLE VIII - SUBSCRIBER

The names and street addresses of the initial subscribers of this corporation, and the number of shares of the FIVE (\$ 5.00) DOLLAR par value common stock of this corporation which they agree to take, are as follows -;

NAMES:	SHARES:	ADDRESSES:
ROSALIND L. BORDEN President	40%	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ROSALYN S. BORDEN Vice President	20%	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ERMA J. BORDEN Secretary/Treasurer	40%	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of this corporation, are as follows -:

NAMES AND TITLE:	ADDRESSES:
ROSALIND L. BORDEN President	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ROSALYN S. BORDEN Vice President	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ERMA J. BORDEN Secretary/Treasurer	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are -;

NAMES:	ADDRESSES:
ROSALIND L. BORDEN President	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ROSALYN S. BORDEN Vice-President	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.
ERMA J. BORDEN Secretary/Treasurer	3047 NW 51ST TERRACE, MIAMI, FLORIDA 33142.

IN WITNESS WHEREOF, WE have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of June 1997.

SIGNATURE: Rosalind L. Borden
 ROSALIND L. BORDEN,
 President.

SIGNATURE: Rosalyn S. Borden
 ROSALYN S. BORDEN,
 Vice President.

SIGNATURE: Erma J. Borden
 ERMA J. BORDEN,
 Secretary/Treasurer.

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 17th day of June 1997, by ROSALIND L. BORDEN, President
 ROSALYN S. BORDEN, Vice President and
 ERMA J. BORDEN, Secretary/Treasurer, of RED-R CORPORATION, a Florida corporation, on behalf of the corporation. They are personally known to me or have produced a Fl. Id. Lic as identification.

Joseph R. [Signature]
 NOTARY PUBLIC, STATE OF FL.

MY COMMISSION EXPIRES,



MOBIOG R. MOHAMMED
 My Comm Exp. 12/06/98
 Bonded By Service Ins
 No. CC414146
 Personally Known Other L.B.

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is;


RED-R CORPORATION.

The name and address of the registered agent and office

NAME: **ROSALIND L. BORDEN,**
ADDRESS: **3047 NW 51ST TERRACE,**
 MIAMI, FLORIDA 33142.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at 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 provision 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: 
ROSALIND L. BORDEN,
Registered Agent

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97 JUN 19 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000054268

VAL L. OSINSKI

9836 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065

(954) 752-3250
FAX (954) 753-8273

VAL L. OSINSKI, ESQ.*
*Licensed in Florida,
U.S. Southern District of Florida
and Federal Trial Bar

June 16, 1997

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-06/19/97--01031--011
****122.50 ****122.50

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: SUBSURFACE LOW VOLUME IRRIGATION, INC.

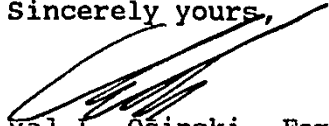
Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate Naming Registered Agent in regard to the above-captioned corporation.

Our check in the amount of \$122.50, representing the filing fee and fee for certified copy of said corporation is also enclosed.

Thank you for your assistance in this matter.

Sincerely yours,



Val L. Osinski, Esq.
VLO:mem

Enclosures

FILED
97 JUN 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/19/97

ARTICLES OF INCORPORATION
OF
SUBSURFACE LOW VOLUME IRRIGATION, INC.

FILED

97 JUN 19 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being of natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be

SUBSURFACE LOW VOLUME IRRIGATION, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE III - EXISTENCE

The corporation is to have perpetual existence.

ARTICLE IV - STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1000 shares of common stock, with a par value of \$.10 per share.

ARTICLE V - ACQUISITION OF STOCK

The shareholders of the corporation shall have the preemptive

right to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

ARTICLE VI - PRINCIPAL OFFICE

The initial address of the principal office of the corporation is as follows:

217 N.E. 32nd Court
Ft. Lauderdale, Florida 33334

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation is:

Val L. Osinski, Esq.
9836 West Sample Road
Coral Springs, Florida 33065

ARTICLE VIII - NUMBER OF DIRECTORS

The initial number of Directors of the Corporation shall be one (2) . The number of Directors may be increased or decreased by the Bylaws adopted by the Shareholders at any time.

ARTICLE IX - NAME OF DIRECTORS

The name and address of the member of the first Board of Directors is:

Julian Wood
217 N.E. 32nd Court
Ft. Lauderdale, Florida 33334

Ray Swindle
217 N.E. 32nd Court
Ft. Lauderdale, Florida 33334

ARTICLE X - INCORPORATORS

The name and address of the incorporator is:

Julian Wood
217 N.E. 32nd Court
Ft. Lauderdale, Florida 33334



Julian Wood

STATE OF)
) SS
COUNTY OF)

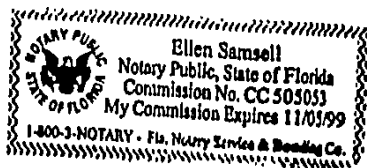
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Julian Wood, who produced a driver's license as identification, or is personally known to me and who executed the foregoing and acknowledged that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 12 day of June, 1997.


NOTARY PUBLIC

ELLEN SAMSELL
Notary (Print)

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that SUBSURFACE LOW VOLUME IRRIGATION, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Longwood, Florida, has named VAL L. OSINSKI, located at 9836 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Val L. Osinski, Esq.

97 JUN 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P97000054269

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
97 JUN 19 PM 2:04
SECRET
TALLAHASSEE
STATE
FLORIDA

Office Use Only

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

1. **TOTAL NON-FOOD SALES, INC.**
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) **800002216808--4**
95/19/97--01022--008
******122.50 ****122.50**

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

RECEIVED
97 JUN 19 AM 10:21
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
TOTAL NON-FOOD SALES, INC.

FILED
97 JUN 19 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I/WE, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be: **TOTAL NON-FOOD SALES, INC.**

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) Wholesale sales and delivery of non-food items.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes

and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at

any time shall be 7,000, common stock \$1.00 par value.

All or any part of the capital stock may be paid for either in lawful monies of the United State of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

This corporation shall begin business with a capital in the amount of Five Hundred & 00/100
(\$500.00) Dollars.

ARTICLE FIVE

The principal office of the corporation shall be located at:

4531 S.W. 133rd Avenue, Miami, Florida 33175

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SIX

This corporation shall have 1 director(s) initially. The number of director(s) may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer

and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE SEVEN

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successor(s) are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTOR(S)

ANIBAL GINER, JR. 4531 S.W. 133rd Avenue, Miami, Florida 33175

OFFICERS

ANIBAL GINER, JR. President/Secretary 4531 S.W. 133rd Avenue
Miami, Florida 33175

ARTICLE EIGHT

The names and post office addresses of each of the subscriber(s) to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANIBAL GINER, JR.	4531 S.W. 133rd Avenue, Miami, Florida 33175

ARTICLE NINE

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE TEN

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

ARTICLE ELEVEN

Upon election of a Board of Directors by the Stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE TWELVE

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE THIRTEEN


The Registered Agent for service of process in the State of Florida, and its registered office shall be:

ANIBAL GINER, JR.
4531 S.W. 133rd Avenue
Miami, Florida 33175

ARTICLE FOURTEEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator(s) have hereunto set his/their hand(s) and affix(es) his/their seal(s) on this 18th day of June, 19 97.

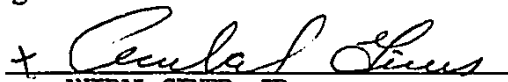

ANIBAL GINER, JR.

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, having been name in the foregoing Articles of Incorporation of:

TOTAL NON-FOOD SALES, INC.

to accept service of process, hereby accepts such designation.


ANIBAL GINER, JR.


STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take
acknowledgements, personally appeared: ANIBAL GINER, JR.

to me personally well known or has provided the following identification: -----N/A-----

being the person(s) described in, who after first being duly sworn, executed the foregoing
Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at MIAMI, said
COUNTY and STATE, this 18th day of June 19 97.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
L ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC561044
MY COMMISSION EXP. JUNE 22, 2000

FILED
97 JUN 19 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA