600002247566--3 -07/25/97--01028--020 Office*物的3y50 ****122.50 FLORIDA 33174 (305)552-5973 /State/Zip Phone # City/State/Zip LOCAL REPRESENTATIVE TALLAHASSEE CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. THE MIND POOL CORPORATION Name) (Document (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time 2.00 Certified Copy Will wait Mail out Photocopy Certificate of Status **NEWFILINGS** AMENDMENTS STATEMENT Profit Amendment NonProfit Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability Dissolution/Withdrawal **Domestication** Other Merger OTHER FILINGS Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinslatement Trademark

Examiner's Initials

Other

CR2E031(1/95)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 25, 1997

LAZARUS CORPORATE INDUSTRIES INC. 890 S.W. 87 AVENUE #16 MIAMI, FL 33174

SUBJECT: THE MINDPOOL CORPORATION Ref. Number: W97000017221

We have received your document for THE MINDPOOL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 997A00037792

ARTICLES OF INCORPORATION OF The MindPool Corporation

97 JUL 28 PH 12: 53

We, the undersigned, do hereby associated ourselves together for the purpose of becoming a corporation under the law of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be The MindPool Corporation.

ARTICLE TWO

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of filling of the Articles of Incorporation by the Department of State.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares which this corporation shall have authority to issue is one hundred (100) shares with par value of one dollar per each share (\$1.00).

ARTICLE FIVE

The street address of this corporation's principal office is: 8279- C Thames Blvd.

Boca Raton, Florida 33433

ARTICLE SIX

The name 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 successors are elected or appointed and have qualified, are as follows:

PRESIDENT/ TREASURE

Caroline Baser

8279-C Thames Blvd.

Boca Raton, Florida 33433

VICE-PRESIDENT:

Edward Cohen

3219 West Buenavista Drive Margate, Florida 33063

ARTICLE SEVEN

The name, addresses and number of shares of the person subscribing to the initial shares of corporation are as follow:

NAME:

Caroline Baser

ADDRESS:

8279- C Thames Blvd.

Boca Raton, Florida 33433

NUMBER OF SHARES: 52

NAME:

Edward Cohen

3219 West Buenavista Drive

Margate, Florida 33433

NUMBER OF SHARES: 48

ARTICLE EIGHT

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, The undersigned has made, subscribed acknowledged these Articles of incorporation, this 17 day of July 1997.

Caroline Baser

President/ Treasure

Edward Cohen

Vice-President

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Caroline Baser and Edward Cohen to me well known and who after being first by me duly sworn upon their oath, deposed and says that they are the persons described in the foregoing Articles of Incorporation of The MindPool Corporation: and that they executed the same freely and voluntarily and for the purposes therein expressed. WITNESS my hand and official seal, at Miami, Dade County, Florida, this 17 day of July 1997.

Martha Pagan

Notary Public State of Florida

My Commission Expires:



MARTHA PAGAN Comm. No. CG 635009 My Comm. Exp. Apr. 11, 2001 Bonded thru Pichard Ins. Agcy,

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Status, 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:

The MindPool Corporation

The name and address of the registered agent and office is:
 Caroline Baser
 8279-C Thames Blvd
 Boca Raton, Florida 33433

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.

Caroline Baser

Caroline Baser

7/18/97 Date