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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 OCT -7 PM 3:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Office Use Only

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

1. L.S. R. MARINE SALES, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____ 100002314061--8
 (Corporation Name) (Document #) -10/07/97-01057-013
****122.50 ****122.50
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

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Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

L. S. R. MARINE SALES, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe to this document for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of this corporation shall be:

L. S. R. MARINE SALES, INC.

ARTICLE II

The primary business purpose of this corporation shall be:

To transact any type of business relating to the sale of sea craft, boats and marine equipment.

Conduct business, have one or more offices in, and buy, hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgages, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

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

To acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other government, while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

ARTICLES OF INCORPORATION PAGE TWO

To transact any and all business that shall be legal under the laws of the United States of America, and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows:

1,000 shares of common stock, \$.50 par value per share.

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interests accruing to each share of common stock shall be more fully determined and set forth in the By-Laws.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of this corporation shall be:

6110 Pembroke Road
Miramar, Florida 33176

ARTICLE VII

The number of directors shall not be less than one (1) and no more than three (3).

ARTICLE VIII

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Lance Ruble, 6110 Pembroke Road,
Miramar, Florida 33023

ARTICLES OF INCORPORATION PAGE THREE

ARTICLE IX

The name and address of the subscriber to the Certification of the Incorporation is:

ROBERT C. EBER 10761 S. W. 104th Street,
Miami, Florida 33176

ARTICLE X

The street address of the initial registered office of this corporation is 10761 Southwest 104th Street, Miami, Florida 33176. The name of the initial registered agent of this corporation at that address is ROBERT C. EBER.

ARTICLE XI

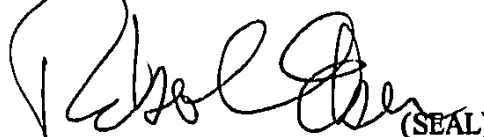
The corporation shall have the right and power to: From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the sole and original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein are true.

 (SEAL)

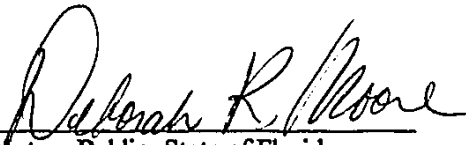
ROBERT C. EBER

ARTICLES OF INCORPORATION PAGE FOUR

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Before me personally came ROBERT C. EBER, the party who subscribed to the foregoing Certificate of Incorporation, who is personally known to me or who identified himself by presenting a Florida Drivers License No. _____, and he acknowledged the said execution of the Certificate to be the free and voluntary act and deed of his, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Miami, Dade County, Florida, this 6 day of October, 1997.



Notary Public, State of Florida



DEBORAH R MOORE
My Commission CC388255
Expires Jun. 20, 1998
Bonded by ANB
800-852-5878

**L. S. R. MARINE SALES, INC.
OATH OF REGISTERED AGENT**

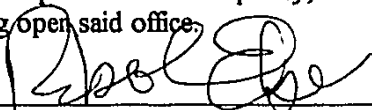
OF

**ROBERT C. EBER
10761 S. W. 104th Street
Miami, Florida 33176**

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

L. S. R. MARINE SALES, INC., desiring to organize under the laws of the State of Florida with its initial principal office at 6110 Pembroke Road, Miramar, Florida 33023, State of Florida, has named ROBERT C. EBER, Located at 10761 Southwest 104th Street, Miami, Florida 33176, as its registered agent to accept service of process within this State.

Having been named to accept service of process for the above-styled 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.

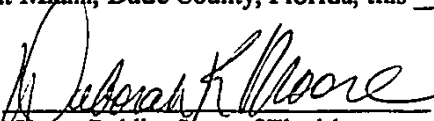


ROBERT C. EBER

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Before me personally came ROBERT C. EBER, who is personally known to me or who identified himself by presenting a Florida Drivers License No. _____ and who executed the foregoing Oath of Registered Agent and stated that the facts therein stated are truly set forth.

WITNESS my hand and seal at Miami, Dade County, Florida, this 6 day of October, 1997.



Notary Public, State of Florida



DEBORAH R MOORE
My Commission CC385285
Expires Jun. 20, 1998
Bonded by ANB
800-882-6878

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TALLAHASSEE, FLORIDA