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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN-2 PM 4:10

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

Office Use Only

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

- 1. CARLOS M. BENITEZ, INC., INTERNATIONAL
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time 2:05
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN-2 PM 11:05

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" 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

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-01/02/98-01026-033
****122.50 ****122.50

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

Examiner's Initials	
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ARTICLES OF INCORPORATION

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98 JAN -2 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, 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:

CARLOS M. BENITEZ, INC., INTERNATIONAL

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2121 Ponce de León Boulevard
Suite 1200
Coral Gables, Florida 33134**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**Ten thousand (10,000) shares of common stock with
a par value of one hundred dollars (\$100.00) each.**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Hilda Fernández GUZMAN
2121 Ponce de León Boulevard
Suite 1200
Coral Gables, Florida 33134**

ARTICLE V INCORPORATOR(S)

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

Carlos Manuel Benítez Rivera
510 Muñoz Rivera Avenue
Hato Rey Puerto Rico 00918

ARTICLE VI DIRECTOR(S)

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

Carlos Manuel Benítez Rivera
510 Muñoz Rivera Avenue
Hato Rey Puerto Rico 00918

María de Los Angeles Benítez
510 Muñoz Rivera Avenue
Hato Rey Puerto Rico 00918

Hilda Fernández GUZMAN
2121 Ponce de León Boulevard
Suite 1200
Coral Gables, Florida 33134

Carlos García
2121 Ponce de León Boulevard
Suite 1200
Coral Gables, Florida 33134

ARTICLES VII EFFECTIVE DATE

The Incorporation of Carlos M. Benítez, Inc., International, shall be effective on January 1, 1998

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this _____ day of December, 1997.


Signature

Incorporator: Carlos M. Benítez Rivera

Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Carlos M. Benítez, Inc., International

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

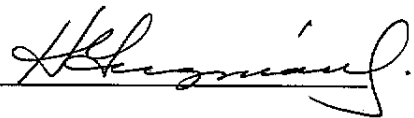
Hilda Fernández Guzman
(NAME)

2121 Ponce de León Boulevard
(P.O. BOX NOT ACCEPTABLE)

Suite 1200, Coral Gables, Florida 33134
(CITY/STATE/ZIP)

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.

SIGNATURE _____



DATE December, ----, 1997

REGISTERED AGENT FILING FEE: \$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA