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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

3320 S.W. 87th AVENUE

Address

MIAMI, FLORIDA 33165 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

FILED
98 JAN 21 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. TOAD'S TRADING CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

700002404477--1
-01/20/98--01041--004
****245.00 ****122.50

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time 2:00
- Will wait
- Photocopy
- Certified Copy
- 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
98 JAN 20 AM 10:41
DIVISION OF CORPORATION

W 98-1321
K. Rolfe JAN 20 1998
K. Rolfe JAN 21 1998
C22E031(1/95)

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 20, 1998

LAZARUS CORPORATE INDUSTRIES, INC.
3320 SW 87 AVE
MIAMI, FL 33165

SUBJECT: TOAD'S TRADING CORPORATION
Ref. Number: W98000001321

We have received your document for TOAD'S TRADING CORPORATION and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 598A00003013

RECEIVED
98 JAN 21 AM 11:20
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION
OF
TOAD'S TRADING CORPORATION

FILED
98 JAN 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

TOAD'S TRADING CORPORATION

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 7987 N.W. 21st Street , Miami , FL 33126. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors 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:

BOARD OF DIRECTORS

Eloisio De Amorin
Chairman-Director

Maria M.De Amorin
Director

7987 N.W. 21st Street
Miami, FL 33126.

ARTICLE NINE

The names and post office addresses of the officers
of this corporation are :

Eloisio De Amorin
President & Treasurer

Maria M. De Amorin
Secretary

7987 N.W. 21st Street
Miami, FL 33126

ARTICLE TEN

The name and post office address of each subscriber to
these Articles of Incorporation is:

Francisco J. Fernández
151 Majorca Avenue, Suite C
Coral Gables, FL 33134

ARTICLE ELEVEN

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

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any
part, determined by the Board of Directors, of the shares of the
capital stock as partly said, subject to call thereon until the whole
thereof shall have been paid.


ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Francisco J. Fernandez, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this fourteenth day of January of 1998.


Francisco J. Fernández

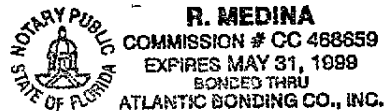
STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me,executed the foregoing Certificate of Incorporation of **TOAD'S TRADING CORPORATION**. freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this fourteenth day of January of 1998.




Rene Medina -Notary Public-
State of Florida at large-
My Commission Expires



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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said act:

TOAD'S TRADING CORPORATION desiring to organize under
the laws of Florida with its principal office, as indicated in the Articles
of Incorporation as the city of Miami, County of Dade, State of Florida has
named **FRANCISCO R. FERNANDEZ** with offices at 151 Majorca Avenue, Suite C
Coral Gables, FL 33134. Having been named to accept service of process for
the above stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of said
Act relative to keeping open said office.


FRANCISCO R. FERNANDEZ

FILED
98 JAN 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA