

L96000001321

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

600002035416--7
-12/20/96--01098--002
****285.00 ****285.00

Office Use only

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

1. TRANS-WELLER CARGO CORP., L. C.
(Corporation Name) (Document #)
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
 96 DEC 19 PM 1:40
 FILED
 96 DEC 19 PM 1:40
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials _____ DEC 19 1996

EFFECTIVE DATE
11/19/97

ARTICLES OF ORGANIZATION

OF

TRANS-WELLER CARGO, L.C.

FILED
96 DEC 19 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TRANS-WELLER CARGO CORP., L.C., and its principal office shall be located at 11091 N.W. 27th Street, Suite 211, in the City of Miami, County of Dade, State of Florida 33172, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

MANAGEMENT

This limited liability company shall be managed by a manager or managers and the name and address of such managers, who are to serve as ma-

nagers until the first annual meeting of members or until their successors are elected and qualified are;

U.S.G. MARKETING L.C.

11091 N.W. 27th Street
Suite 211
Miami, Florida 33172

ALBERTO ERVITI

11091 N.W. 27th Street
Suite 211
Miami, Florida 33172

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this limited liability company is Eduardo Anton, and the street address of the initial registered agent of the limited liability company is 1385 Coral Way, Suite 406, Miami, Florida 33145.

ARTICLE V

DURATION

These Articles of Organization shall become effective as of January 1, 1997, (the "Effective Date"). The Company shall exist from the Effective Date, and, unless continued by the unanimous consent of all remaining Members, shall be dissolved and its business shall terminate upon the earlier of (i) the close of business on December 31, 2026, or (ii) the occurrence of any of the events specified in Section 608.441, Florida Statutes.

ARTICLE VI

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions and terms of admission required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VIII

REGULATIONS

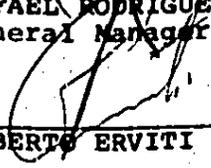
The members shall have the power, by unanimous vote, to adopt, alter, amend or repeal regulations of the limited liability company, containing provisions for the regulation and management of the affairs of the limited liability company.

The undersigned are the members of the limited liability company and execute these Articles of Organization, on the 13th day of December, 19 96.

U.S.G. MARKETING L.C.

By: 

RAFAEL RODRIGUEZ-PULIDO
General Manager


ALBERTO ERVITI

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of December, 19 96, by RAFAEL RODRIGUEZ-PULIDO, as General Manager of U.S.G. MARKETING L.C., a Florida Limited Liability Company, on behalf of the Company. He personally appeared before me at the time of

notarization, and is personally known to me or has produced _____
as identification.



FRANK J MENDEZ
My Commission CCB24408
Expires Jan. 11, 2000

Frank J Mendez

NOTARY PUBLIC

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th
day of December, 1996, by ALFREDO ERVITI, who personally appeared
before me at the time of notarization, and who is personally known to me or
who has produced _____ as identification.



FRANK J MENDEZ
My Commission CCB24408
Expires Jan. 11, 2000

Frank J Mendez

NOTARY PUBLIC

STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Pursuant to the provisions of Section §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

TRANS-WELLER CARGO, L.C.

This statement is to acknowledge that, as indicated TRANS-WELLER CARGO CORP., L.C., has appointed me, EDUARDO ANTON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 13th day of December, 1996

Eduardo Anton

EDUARDO ANTON
Registered Agent

FILED
96 DEC 19 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 13th day of December, 1996, by EDUARDO ANTON, registered agent on behalf of TRANS-WELLER CARGO CORP., L.C., a limited liability company. He is personally known to me.

Elizabeth Wallace
NOTARY PUBLIC

NOTARY PUBLIC
ELIZABETH WALLACE
COMMISSION # CC296348
EXPIRES JUN 14, 1997
Atlantic Bonding Co., Inc.
909-732-2245

PUBLIC
STATE OF FLORIDA

AFFIDAVIT OF MEMBERSHIP

AND

CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

In compliance with Florida Statutes Section 9608.407(2), the undersigned member of TRANS-WELLER CARGO, L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.

2. The total amount of cash contributed by the members is \$ 20,000.00.

3. There is no property other than cash contributed by the members.

4. Additional amount of cash or property is anticipated to be contributed by members to the limited liability, such that the total amount of cash or property anticipated to be contributed by members is \$ 100,000.00. This total includes the amounts from paragraphs 2 and 3 above.



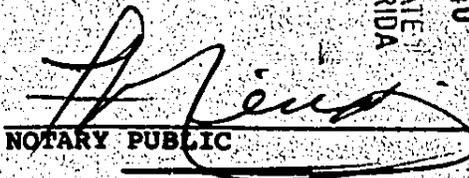
ALBERTO ERVITI
Member

FILED
96 DEC 19 11:40
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

The foregoing instrument was acknowledged before me this 13th day of December, 1996, by ALBERTO ERVITI, on behalf of TRANS-WELLER CARGO CORP., L.C., a limited liability company. He is personally known to me.



FRANK J MENDEZ
My Commission CC824408
Expires Jan. 11, 2000


NOTARY PUBLIC