

JUL-01-03 TUE 12:14 PM

LAZARUS CORPORATION

FAX: 3052201440

PAGE 1

Page 1 of 2

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ALMAGLACO, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

7-20-03

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CERTIFICATE OF INCORPORATIONOFALMAGLACO, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE INAME

The name of this corporation is ALMAGLACO, INC.

ARTICLE IIGENERAL NATURE OF BUSINESS

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

ARTICLE IIICAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IVINITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE VTERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VIADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 4491 Foxtail Lane, Weston, Florida 33331. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VIIDIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIIIINITIAL DIRECTORS

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

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Santiago Menaca	4491 Foxtail Lane Weston, FL 33331
Vice President	Fabiola de Menaca	4491 Foxtail Lane Weston, FL 33331
Secretary	Jose Fernando Osorio	4491 Foxtail Lane Weston, FL 33331

ARTICLE IXAMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote

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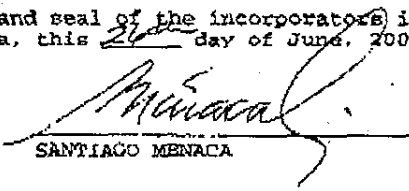
thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

That ALMAGLACQ, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, hereby designates Jose Fernando Osorio as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 4491 Foxtail Lane, Weston, FL 33331.

WITNESS the hand and seal of the incorporators in Dade County, State of Florida, this 21st day of June, 2003.


SANTIAGO MENACA

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LAZARUS CORPORATION

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FILE PAGE 5

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 ALMAGLACO, INC.
2. The name and address of the registered agent and office is:

JOSE FERNANDO OSORIO
4491 Foxtail Lane
Weston, Florida 33331


JOSE FERNANDO OSORIO

Date: 6/26/03

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.


JOSE FERNANDO OSORIO

Date: 6/26/03

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