

OCT-20-03 MON 11:33 AM

LAZARUS CORPORATION

FAX:3052201440

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FLORIDA PROFIT CORPORATION OR P.A.

TOTAL ACCESS ASSOCIATE GROUP, CORP.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF

TOTAL ACCESS ASSOCIATE GROUP, CORP.

ARTICLE I - NAME

The name of this corporation is: TOTAL ACCESS ASSOCIATE GROUP, CORP., with the principal place of business located at: 245 SE 1ST STREET STE 219, MIAMI, FL. 33131.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the Registered Office of this corporation is: 245 SE 1ST STREET STE 219, MIAMI, FL. 33131.

The name of the initial Registered Agent of this corporation is: AUGUSTO C PINTO.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

AUGUSTO C PINTO., 245 SE 1ST STREET STE 219, MIAMI, FL. 33131.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

AUGUSTO C PINTO., 245 SE 1ST STREET STE 219, MIAMI, FL. 33131.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.


ARTICLE IX - MANAGEMENT, OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 Day of October of 2003.



AUGUSTO C. PINTO., Incorporator.

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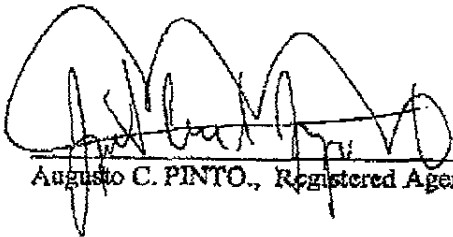
CERTIFICATE DESIGNATING THE ADDRESS AND ANAGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That TOTAL ACCESS ASSOCIATE GROUP, CORP., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed Ms. AUGUSTO C PINTO. as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of TOTAL ACCESS ASSOCIATE GROUP, CORP., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 20 day of October of 2003.



Augusto C. PINTO., Registered Agent.

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