

P94000093822

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

300002197493--3

-06/02/97--01054--019

*****35.00 *****35.00

Office Use Only

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

1. G & M TRANSPORTATION, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) *Amend*
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 checked="" 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

FILED
 97 JUN -2 PM 3:32
 TALLAHASSEE
 RECEIVED
 97 JUN -2 AM 11:07
 DIVISION OF CORPORATION

6/2/97
 [Handwritten initials and signatures]

Examiner's Initials

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
G & M TRANSPORTATION, Inc.

97 JUN -2 PM 3:33
FILED
SECRETARY
TALLAHASSEE
FLORIDA

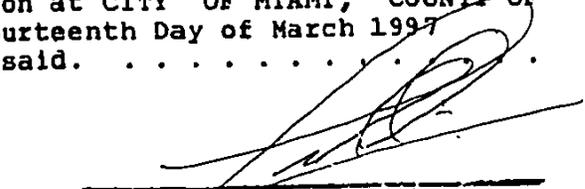
G & M TRANSPORTATION, Inc. a Florida Corporation under its Corporate Seal and the hand of its President, GILBERTO MARTIN and its Secretary, DOLORES M. MARTIN hereby certify as follows:

CLAUSE I

That the shareholders of G & M TRANSPORTATION, Inc. in response to a call and notice of meeting held on March 14, 1997 at 4:00 P.M. at 33 N.W. 108 Court, Miami, Florida, County of Dade, was present. A resolution was presented and approved by the Board Of Director and the Shareholder, amending the Articles of Incorporation.

(Attach the amended articles of incorporation here)

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, This Fourteenth Day of March 1997 for the uses and purposes aforesaid.



Gilberto Martin
President



Dolores M. Martin
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me personally appeared Gilberto Martin and Dolores M. Martin respectively, to me well known to be the persons described as President and Secretary respectively in and who executed the foregoing AMENDED ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those AMENDED ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this fourteenth day of March, 1997



JUAN F. DEL CASTILLO
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

AMENDED ARTICLES OF INCORPORATION

FOR

G & M TRANSPORTATION INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this corporation shall be:

G & M TRANSPORTATION, Inc.

(Hereinafter referred to as the Corporation). Its Registered and Principal Office shall be located at 33 N.W. 108 Court, Miami, County Of Dade, State Of Florida. Its Registered Agent shall be Gilberto Martin, located at 33 N.W. 108 Court, Miami, Florida.

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz.

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world

b.- To enter into make perform and carry out the business of Transportation and representation of Buses, Minibuses and any type of transport all type of business equipment and merchandise and for any Lawful purpose with any person or persons, firms, association and/or Corporation in the United States of North America or any Foreign Country or Countries

c.- To exchange in the currency of foreign countries and the currency of the United States of North America.

d.- To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise.

f.- To do all of such acts or things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conductive or expedient for the protection or benefit of the Corporation. . .

g.- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h.- In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character.

i.- To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of :

a.- ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration.

b.- Said shares of common stock to have par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c.- All of the common stock is to have one vote per share in the control of the management of the Corporation.

d.- The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

e.- In the event any shareholder may vote his share or shares proxy one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons.

ARTICLE VII

INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Gilberto Martin	33 N.W. 108 Court Miami, Florida 33172	President
Dolores M. Martin	33 N.W. 108th Court Miami, Florida 3317	Secretary Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gilberto Martin President	33 N.W. 108 Court Miami, Florida 33172	-50-
Dolores M. Martin Treasurer	33 N.W. 108 Court Miami, Florida 33172	-50-

ARTICLE IX

BY-LAWS

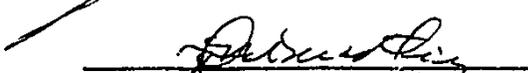
The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the powers of the Corporation, the directors and the

Directors of the Corporation.

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid.



 Gilberto Martin
 President



 Dolores M. Martin
 Secretary

STATE OF FLORIDA)
) SS.
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me personally appeared Gilberto Martin, Dolores Martin respectively, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this Fourteenth day of Maarch, 1997



 JUAN F. DEL CASTILLO
 NOTARY PUBLIC
 STATE OF FLORIDA AT LARGE

COMMISSION NUMBER CC234804
 MY COMMISSION EXPIRES December 26, 2000
 BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

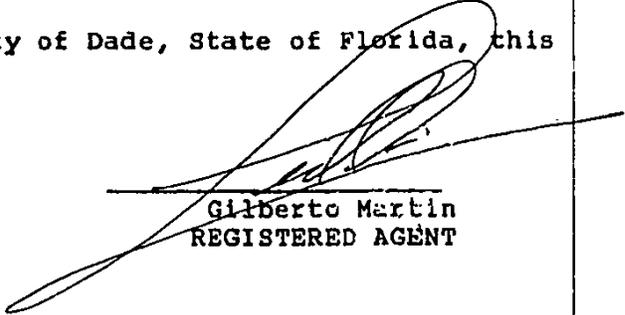
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act.

FIRST:- That G & M Transportation, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION appoints Gilberto Martin, with offices located at 33 N.W. 108 Court, City of Miami, County of Dade its Registered Agent, to accept service of process within this State.

ACKNOWLEDGMENT:- Having been named to accept service of process for the above named Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

In the City of Miami, County of Dade, State of Florida, this Fourteenth day of March, 1997



Gilberto Martin
REGISTERED AGENT