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LAZARUS CORPORATE IN	DUSTRIES, INC.		
(Hequestor's Name)		·.	EHEREU DEL COMMONS
890 S.W. 87 AVENUE	116		-01/30/3501030009
MIAMI, FLORIDA 33	174 (305)552-5973		+++++18.75 ++++18.75
(City, State, Zip)	(Phone #)		
LOCAL REPRESENTATIV	E TALLAHASSEE	ARRIGE HEE OME	
(904)385-6735		OFFICE USE ONLY	
CORPORATION NAME (S) & DOCUMENT NUMI	BER(S) (if known):	
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Fictitious Name		\ \/ \	25/95
Name Reservation	Limited Partnership		J. 1
	Reinstatement	7 /1 '1'	′
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	Other	_/ '	
E031(9/92)		Examin	er's Initials

ARTICLES OF INCORPORATION

OF

CAFE TROPICO DE MIAMI, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: CAFE TROPICO DE MIAMI, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) / Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 To have perpetual succession by its corporate name;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Jose Ig. Spencer

8260 S.W. 32 Terr

Miami, F1 33155

The Principal office shall be:

8260 S.W. 32 Terr

Miami, F1 33155

ARTICLE VI

The initial Board of Directors shall consist of a total of thre () person, and the name and address of the person who is to serve as an initial director is:

Jose Ig. Spencer

President

40%

Patricia Spencer

Vice-President

40%

Ernesto Jimenez

Secretary

20%

8260 S.W. 32 Terr

Miami, Ft 33155

The name and address of the incorporator executing these Articles of Incorporation is:

Jose Iq. Spencer

Ernesto Jimenez

8260 S.W. 32 Terr Miami, F1 33155

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 24 day of _______, 19_95.

STATE OF FLORIDA)
COUNTY OF DADE)
SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally
appearedJose Ig. Spencer & Ernesto Jimen&nown to me and
known by me to be the person(s) who executed the foregoing
Articles of Incorporation, and he (they) acknowledge before
me that he (they) executed those Articles of Incorporation.

> NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



CARMEN S. MORALES
Notary Public, Stato
My comm. expires March 31, 1997
Comm. No. CC 273285

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: CAFE TROPICO DE MIAMI, INC.				
2.	The name and address of the registered agent and office is:				
	Jose Ig. Spencer				
	(NAME)				
	8260 S.W. 32 Terr				
	(P.O. BOX <u>NOT</u> ACCEPTABLE)				
	Miami, F1 33155				
	(CITY/STATE/ZIP)				

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.

SIGNATURE SALES STATES STATES

P95000006500

LAZARUS CORPORATE INDUSTRIES, INC. (Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16

MIAMI, FLORIDA 33174 (305)552-5973 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

95 DET -8 FH 1: 25

SECRETARY OF STATE TALLANDAY

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N. HENDRICKS DED - 8 1995

Examiner's Initials

CORPORATION NA	ME(s) & DOCUMENT NUM	BER(S) (if known):		
1. Cafe (Corpor	OPICO DE MI	M (/ / C.		
2. (Corpora	riion Name)	(Document #)		
•	idon Nama)	(Document #)		
	ntion Name)	{Document #}		
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NEW FILINGS	AMENDMENTS		• 1	
Profit	Amendment			
NonProfit	Resignation of R.A., Officer,	/Director		
Limited Liability	Chango of Registered Agent	<u> </u>	1	
Domestication	Dissolution/Withdrawal		,	
Other	Merger		•	
OTHER FILINGS	REGISTRATION/			

QUALIFICATION

Limited Partnership

Reinstatement Trademark

Foreign

Other

CR2E031(10/92)

Annual Report

Fictitious Name

Name Reservation

ARTICLES OF AMENDMENT

Or

AKTICLES OF INCORPORATION

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OF

SECRETARY OF STATE

CAFE	TROPICO	DE MIAMI.	INC	

(prosent name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VI-DIRECTORS

THE BOARD OF DIRECTORS WILL READ AS FOLLOWS:

80%(P/VP) JOSE I. SPENCER 8260 S.W. 32 TERR., MIAMI, FL 33155 20%(S) ERNESTO JIMENEZ 8260 S.W. 32 TERR., MIAMI, FL 33155

THE VICE-PRESIDENT OF THE CORPORATION WILL BE DELETED PATRICIA SPENCER 8200 S.W. 32 TERR., MIAMI, FL.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

1111	IRD: The date of each amendment's adoption: 1.2/5/95					
FOU	URTH: Adoption of Amendment(s) (check one)					
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
	The amendment(s) was/were approved by the shareholders through voting groups.					
	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):					
	"The number of votes cast for the amendment(s) was/were sufficient for approval by					
	(voting group)					
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.					
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.					
	Signed this 07 day of DECEMBER , 1995					
	Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)					
	JOSE I. SPENCER					
	Typed or printed name					
	(PRESIDENT)					
	Tide					

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890 S.W. 87 /	NUESTON SUITE: 16 Address	96 JAN 31 AM 8:57 SECRETARY OF STATE TALLAHASSEE, ELDRIDA
City/State/2	OA 33174 (305)552-5973 Zip Phone #	#####3\$,00
	ENTATIVE TALLAHASSEE	-
CORPORATION	NAME(S) & DOCUMENT NU	MBER(S), (if knowu):
1. CHFE (Corpo	TROPICO PE	141 F) M1, 11/C.
2. <u>(Corpo</u>	ration Name) (Document #)
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(Corpo	oration Name) (Document #)
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OTHER FILINGS Annual Report	WREGISTRATION/S	D 02 ATION
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CR2E031(1/95)

AKTICLES OF AMENDMENT

FILED

TO ARTICLES OF INCORPORATION

96 JAN 31 2 8 57

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

CAFE TROPICO DE MIAMI, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

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Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI-DIRECTORS

THE BOARD OF DIRECTOR WILL READ AS FOLLOWS:

80%(P/VP) Jose I. Spencer 8260 S.W. 32 Terr., Miami, F1 33155

10%(S) Teresa Spencer 8260 S.W. 32 Terr.; Miami, F1 33155

10%(T) Rafael Spencer 8260 S.W. 32 Terr., Miami, Fl 33155

THE SECRETARY OF THE CORPORATION WILL BE DELETED ERNESTO JIMENEZ 8260 S.W. 32 Terr., Miami F1 33155

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THE	: The date	ofend	h amendmen	t's adoption: _	1-26-	96	·
FOÙRT	III: Adoptic	n of An	iendment(s)	(check one)			
[X] The	e amendment for the ame	nt(s) wn endmen	s/were appro t(s) was/were	eved by the sha sufficient for	reholder:	s. The numb l.	er of votes
II Th	e amendme	nt(s) wn	s/were appro	ved by the sha	reholders	through voti	ing groups.
	The for voting	llowing . group <i>ei</i>	statement mu utitled to vote	ist be separately separately on i	y provided The amen	l for each dment(s):	
	"The napprov	umber /al by		for the amend	lment(s) v	vas/were suff	ficient for
			(401	ing group)			
Ti sh	ie amendine archolder ac	nt(s) wa	is/were adop I shareholde	ted by the boar action was n	rd of dire	ectors withou	it
T T	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
	Signed this	26	_day of	January		, 19 <u>96</u>	'
	Sign	alure (By the	()	. ()-()	· ·		
		Preside	int or other offi	ce Chairman of cer if adopted by OR	Ano epude Ano Rosta	of Directors, holders)	
			(By a director	on If adopted by th	e directors	s)	
				OR			
			(By an incorp	orator if adopted	by the inc	corporators)	
	-			I. Spencer			
			Typed o	r printed name			
		,	(PRESI	DENT)			
				Tide			