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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6735

OFFICE USE ONLY

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

1. McLaney International Corporation
(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

FILED
95 FEB -2 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REC... FEB 2 1995

Examiner's Initials

FILED
95 FEB -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF

McLANEY INTERNATIONAL CORPORATION

ARTICLE I - NAME

The name of this corporation is: McLANEY INTERNATIONAL CORPORATION, with the principal place of business located at: 13499 BISCAYNE BLVD. STE 707, NORTH MIAMI, FL. 33181.

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 office of this corporation is: 13499 BISCAYNE BLVD. STE 707, NORTH MIAMI, FL. 33181.

The name of the initial Registered Agent of this corporation is: Flavia McLaney.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

FLAVIA B. McLANEY

13499 BISCAYNE BLVD STE 707,
NORTH MIAMI, FL. 33181.

KEVIN T. McLANEY

13499 BISCAYNE BLVD. STE 707
NORTH MIAMI, FL. 33181.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:
FLAVIA B. McLANEY, 13499 BISCAYNE BLVD. STE 707, NORTH MIAMI, FL.
33181.

ARTICLE VIII - INDEMNIFICATION

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

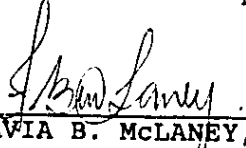
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 30rd day of January of 1995.



FLAVIA B. McLANEY, Incorporator.

FILED
95 FEB -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND AN


AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That McLANEY INTERNATIONAL CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Mrs. Flavia B. McLaney as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of McLaney International Corporation, 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 30th day of January, 1995.



Flavia McLaney, Registered Agent.