

P95000017321

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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

FLORIDA STATE  
DEPARTMENT OF CORPORATIONS  
95 MAR -2 PM 2:55

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

1. E.C. Impact & Export (Corporation Name) 95000017321 (Document #)
2. EFFECTIVE DATE (Corporation Name) 3-1-95 (Document #)
3. 3-1-95 (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in     Pick up time 9/10     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

3-2  
KAN

**EFFECTIVE DATE**  
3-1-95

ARTICLES OF INCORPORATION  
OF:  
E.C. IMPORT & EXPORT, INC.  
782 N.E. 76 STREET  
MIAMI FLORIDA 33138

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -2 PM 2:56

ARTICLE I - NAME

The name of this corporation is: E.C. IMPORT & EXPORT, INC.

ARTICLE II - PERPETUITY

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (Five Hundred) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby conferred unto the stockholders by right, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of restricted or non-restricted shares. This action by stockholders will not affect or nullify any action by the Board.

The consideration for the issuance of shares for the dividend of profits of the corporation shall be determined by the Board of Directors, and the Board may issue shares for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of restricted or non-restricted shares. This action by stockholders will not affect or nullify any action by the Board.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the State of Florida, this 1st day of March, 1995.

Notary Public for the State of Florida

My commission expires on \_\_\_\_\_



Nothing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
EDUARDO ANTONIO ACIEM, PRES. & TREAS.	782 N.E. 76 ST., MIAMI, FL. 33138
JOSE CARLOS CONDE, V. PRES. & SEC.	782 N.E. 76 ST., MIAMI, FL. 33138

ARTICLE XII - OFFICERS

The first to elect, after and by or a part in the first meeting of the Board of Directors, shall be the Board of Directors, and any other officer or director may be elected by the Board of Directors, and the Board of Directors may at any time and from time to time elect or re-elect any officer or director, and may at any time and from time to time remove any officer or director.

be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

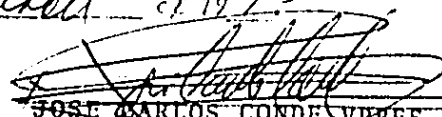
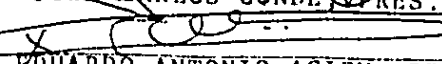
This corporation shall have all powers necessary or convenient to effect its purposes and incorporated in the Florida General Corporation Act.

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 direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

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 a majority of the stock entitled to vote thereon.

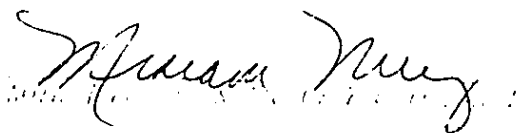
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1 day of March of 1995

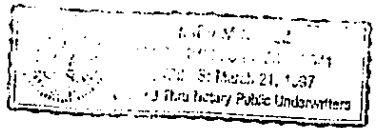
  
JOSE CARLOS CONDE, VPRES. & SECRETARY  
  
EDUARDO ANTONIO ACIEM, PRES. & TREAS.

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSE CARLOS CONDE AND EDUARDO ANTONIO ACIEM known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1 day of March of 1995.





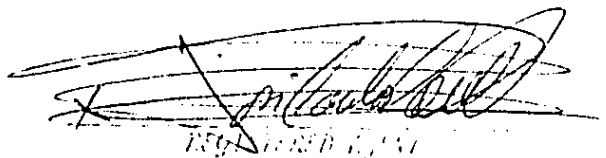
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AS REQUIRED BY LAW UPON SUCH PROCESS NOW TO SERVED

In pursuance of Chapter 48,091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That E.C. IMPORT & EXPORT, INC.  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Jose Carlos Conde  
located at 782 North East 76 Street  
city of Miami, Fl. 33138 County of Dade  
State of Florida, as its agent to accept service of process within this State.

PERSONS ACCEPTING:

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



Jose Carlos Conde