

P95000017321

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

STATE OF FLORIDA  
 DIVISION OF STATE GRANTS  
 95 MAR-2 PM 2:56

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

1. E C. dmprcf E Specif. Mtch  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (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

**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 - DURATION

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 Board of Directors and the stockholders by affirmative action communicated to the Board by inviting their election to determine the consideration for the issuance of such amount of shares. This action by stockholders will not affect prior action by the Board.

This power which is hereby granted unto the stockholders by right, law, 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, who shall call the stockholders to affirmative action communicated to the Board by inviting their election to determine the consideration for the issuance of such amount of shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares, for the purpose of financing the corporation, the right to issue bonds, stocks or other property, for the sole benefit of the corporation, may be determined by the Board of Directors, who shall call the stockholders to affirmative action communicated to the Board by inviting their election to determine the consideration for the issuance of such amount of shares.

For the purpose of this article:

Stockholders means the persons holding shares of stock in the corporation.

Board of Directors means the persons elected by the stockholders.

*Right have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered.*  
*For each \$5.*

#### ARTICLE VI - INITIAL REGISTERED OFFICE ADDRESS

The street address of the initial registered office of this corporation  
is 782 North East 76 Street, Miami, Florida 33138

and the name of the initial registered agent of this corporation at that address  
is Jose Carlos Conde

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO Directors(s) initially. The number  
of Directors may be increased or diminished from time to time in such manner as  
may be prescribed by the By-Laws but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECCTORS

The name and street address of each of the members of the initial Board of  
Directors of this corporation is:

<u>Name</u>	<u>Address</u>
EDUARDO ANTONIO ACIEM, PRES. & TREAS. S/S #595-47-4134	782 N.E. 76 ST., MIAMI, FL.33138 (50% of Shares)
JOSE CARLOS CONDE, V.PRES. & SEC. S/S #595-76-2902	782 N.E. 76 ST., MIAMI, FL.33138 (50% of Shares)

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall  
serve at any time hereafter as a Director or Officer of the corporation, or any  
person who serves at the request of this corporation, as a director or officer  
of any other corporation, firm and against any and all claims and liabilities to  
which such person shall become subject by reason of his having so served or  
hereafter taken or will be taken by him, as such Director or Officer, or otherwise,  
and cause such person for all legal and other expenses properly incurred  
in connection therewith to be indemnified against, or to be reimbursed for, any and all  
losses suffered by him in connection therewith, including reasonable attorney's fees  
and disbursements, and the corporation shall pay all such expenses, whether or not  
the person so indemnified is liable therefor.

The rights and benefits set forth in this Article IX shall not be construed  
as limiting or affecting the rights of the stockholders under Article III.

anything herein contained to 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 personally or otherwise interested in, or are directors 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 numbers thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and no 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 - MODIFICATIONS

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

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

*Englewood, Florida*

The power to elect, alter, or to change, and to add or delete any of the powers of Directors herein granted by the Board of Directors, or to expand or limit the same, is granted by the Board of Directors, and the same may be exercised in any part or in its entirety.

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

ARTICLE XIII - POWERS

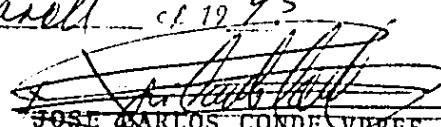
This corporation shall have all powers necessary or convenient to effect its purposes and authorized in the Florida General Corporation Act.

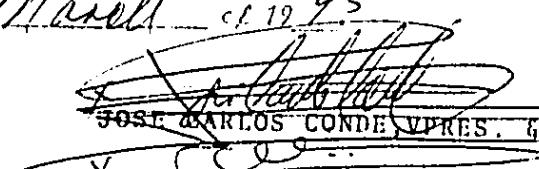
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

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, PRES. & SECRETARY

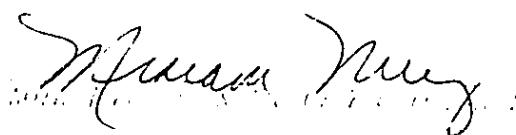
  
EDUARDO ANTONIO ACIEM, PRES. & TREAS.

STATE OF FLORIDA )

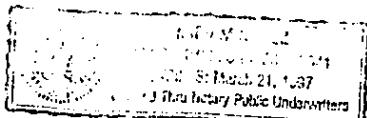
COUNTY OF DADE )

BETORE 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.



Notary Public Seal



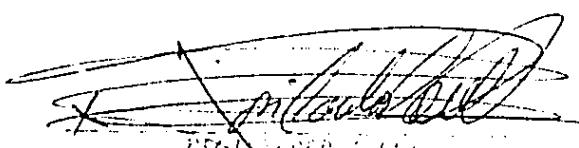
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, AND THE AGENT BY WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48,021 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.

HENCEFORWARD:

Paving herein and to accept service of process for the  
afore 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 relating to  
keeping open said office.

  
Jose Carlos Conde  
RECEIVED JUNE 15, 1957