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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -6 PM 2:02

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

OFFICE USE ONLY

(904)385-6735

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

TALLAHASSEE 424707
-03/08/95--01037--010
***122.50 ***122.50

1. Requesto Palermo U.S.A. Inc.
(Corporation Name) (Document #)
2. Translation: Stock Palermo U.S.A. Inc
(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

Examiner's Initials KAN

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ARTICLES OF INCORPORATION
OF

REPUESTOS PALERMO U.S.A., 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:

REPUESTOS PALERMO U.S.A., 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 1,000 shares, having an individual par value of \$100.00

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: RICARDO ROJAS
COURT HOUSE PLAZA
28 W. FLAGLER ST. #806
MIAMI, FL. 33130

The Principal office shall be:

COURT HOUSE PLAZA
28 W. FLAGLER ST. #806
MIAMI, FL. 33130

ARTICLE VI

The initial Board of Directors shall consist of a total of THREE (3) person, and the name and address of the person who is to serve as an initial director is:

(P/T): PALERMO GOMEZ

(VP) : LUIS GOMEZ

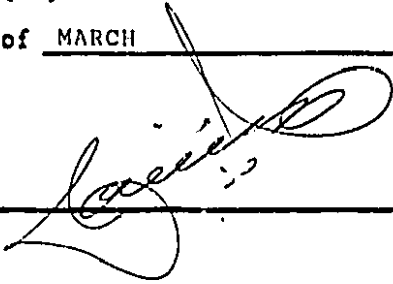
(S) : DR. FRANCISCO GOMEZ

ADDRESS: 620 S.W. 10 STREET #301
MIAMI, FLORIDA 33130

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

RICARDO ROJAS
COURT HOUSE PLAZA
28 W. FLALGER ST. #806
MIAMI, FL. 33130

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 02 day of MARCH, 1994.



STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared _____ known 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this _____ day of _____, 19____.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

**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: REPUESTOS PALERMO U.S.A., INC.

2. The name and address of the registered agent and office is:

PICARDO ROJAS

(NAME)

COURT HOUSE PLAZA 28 W. FLAGLER ST. #806

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33130

(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

DATE 3/02/95