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SECRETARY OF CORPORATIONS
95 MAR 27 PM 1:17

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

200001445622

-04/03/95--01025--002

****125.00 ****125.00

OFFICE USE ONLY

(904) 385-6735

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

1. NEW miami wholesale electronics, Inc.
(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

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DIVISION OF CORPORATIONS

Examiner's Initials

3-27
KAN

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 27 PM 1:17

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation (Which is hereinafter called the " Corporation " is:

NEW MIAMI WHOLESALE ELECTRONICS, INC.

ARTICLE II

This Corporation shall exist perpetually. Corporate existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares of Common Stock, which said shares shall have a par value of Ten (\$ 10.00) Dollars per share upon issuance.

ARTICLE V

The principal place of business of this Corporation shall be at 3399 N.W. 72nd Avenue, Suite 107, Miami, Florida 33122 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is Joseph Panetta and the initial registered office is located at 3399 N.W. 72nd Avenue, Miami, Florida 33122.

ARTICLE VII

This Corporation shall have two director (s) initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are: (1) Norman Vimo, 780 Huntinglodge Drive, Miami Springs, Florida 33166 (2) Joseph Panetta, 13470 S.W. 62nd Street, Miami, Florida 33183

The aforesaid director(s) shall hold office for the first year of this Corporation's existence or until a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President: Norman Vimo 780 Huntinglodge Drive, Miami Springs, Florida 33166

Vice President: Joseph Panetta, 13470 S.W. 62nd Street, Miami, Florida 33183

Treasurer: Joseph Panetta, 13470 S.W. 62nd Street, Miami, Florida 33183

Secretary: Norman Vimo, 780 Huntinglodge Drive, Miami Springs, Florida 33166.

ARTICLE IX

The name and street address of the incorporator(s) is/are:
Joseph Panetta, 13470 S.W. 62nd Street, Miami, Florida 33183

The undersigned has(have) executed these Articles of Incorporation this 20th day of March, 19 91


Signature / Title

Joseph Panetta

Page 3

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 497.0501, 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: New Miami Wholesale Electronics, Inc.
2. The name and address of the registered agent and office is:
— Joseph Panetta, 3399 N.W. 72nd Avenue, Suite 107, Miami, Florida 33122.

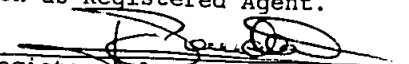
Signature: 
Corporate Officer

Title: Vice President

Date: 3-20-91

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.

Date: 3-20-91


Registered Agent
Joseph Panetta

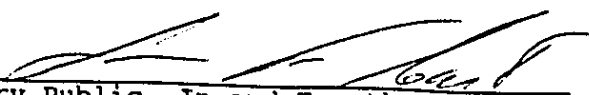
Page 4

State of Florida)
County of Dade)

The foregoing Articles of Incorporation was acknowledged before me
on 7-20-95 by Joseph Panetta

known to me to be the incorporator (s) of New Miami Wholesale
Electronics, Inc.

and Joseph Panetta acknowledged and agreed
to the designation and duties of Registered Agent for the above
mentioned Corporation that is being organized under the laws of
the State of Florida.


Notary Public, In and For the State of
Florida, At Large

Expiration: _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR. 31, 1995
BONDED THRU GENERAL INS. UND.