

P95000026694

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 APR -4 PM 2:27

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)
890 S.W. 87 AVENUE, SUITE: 16
(Address)
MIAMI, FLORIDA 33174 (305) 552-5973
(City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(904) 385-6735

OFFICE USE ONLY

2000001451412
04/10/95-01009-011
****122.50 ****122.50

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

1. TELE-COL COMMUNICATIONS INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. SG
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 9:00 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

ARTICLES OF INCORPORATION OF
"TELE-COL COMMUNICATIONS, INC."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -4 PM 2:22

ARTICLE I

NAME

The name of the Corporation is TELE-COL COMMUNICATIONS INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereinafter be amended. This Corporation will be authorized to establish offices and branches to operate in any state of the United States, where deemed necessary to the interests of the Corporation.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue FIFTY (50) shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2314 River Park Cr. No. 2115, Orlando, Florida 32817 and the name of the initial Registered Agent of this Corporation at that address is LUIS F. ESCOBAR.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have at least two (2) Directors constituting the initial Board of Directors. The number of Directors may be increased from time to time by the bylaws; however there shall never be less than two (2) Directors nor more than five (5). The name and address of the initial Board of Directors of the Corporation is:

LUIS F. ESCOBAR President	2314 River Park Cr. No. 2115 Orlando, Florida 32817
CARLOS A. ESCOBAR Vice-President-Treasurer	2314 River Park Cr. No. 2115 Orlando, Florida 32817

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator and Officer signing these Articles is:

LUIS F. ESCOBAR President	2314 River Park Cr. No. 2115 Orlando, Florida 32817
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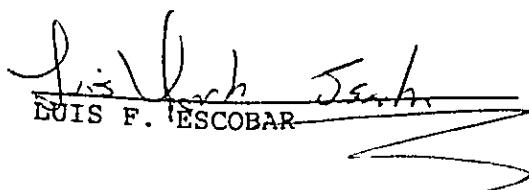
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or Director, to the full extent permitted by law.

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of March, 1995.



LUIS F. ESCOBAR

STATE OF FLORIDA)
COUNTY OF DADE) ss

Before me, the undersigned authority, duly commissioned to take acknowledgments in the State and County set forth above, personally appeared LUIS F. ESCOBAR, to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County mentioned above, this 29th day of March, 1995.

DANILO MATUS-URZOLA
Notary Public
State of Florida at Large



DANILO MATUS-URZOLA
My Comm Exp. 7/19/57
Bonded By Service Ins
No. CC302726

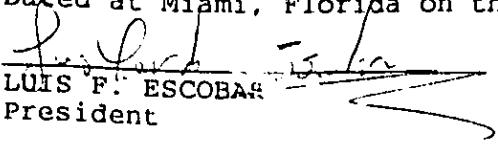
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

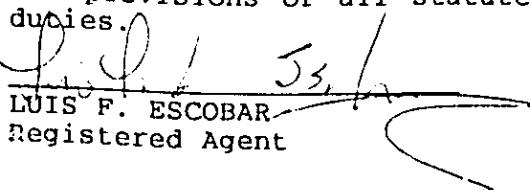
That TELE-COL COMMUNICATIONS INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 2314 River Park Cr. No. 2115, Orlando, Florida 32817,
has named LUIS F. ESCOBAR, located at the above mentioned address,
as its agent to accept service of process within Florida.

Dated at Miami, Florida on this 29th day of March 1995.



LUIS F. ESCOBAR
President

Having been named to accept service of process for the above named
Corporation at the place designated in this Certificate, I hereby
agree to act in this capacity and I further agree to comply with
the provisions of all statutes to the proper performance of my
duties.



LUIS F. ESCOBAR
Registered Agent