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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
95 APR 12 PM 2:52

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

800001459888
-04/14/95--01021--007
****122.50 ****122.50

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

1. G. AMAT BOBCAT SERVICES INC.
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2:00 [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

4-12

Examiner's Initials KN

CR2E031(10/92)

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ARTICLES OF INCORPORATION

OF

G. AMAT BOBCAT SERVICES INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

G. AMAT BOBCAT SERVICES INC.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par value of $ 1 per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in complance with said Act:

First-That G AMAT BOBCAT SERVICES INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name GERARDO V. AMAT 280 N.W. 125TH AVE., Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above state 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.

By: Gerardo V. Amat

GERARDO V. AMAT
Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

280 N.W. 125TH AVE.

MIAMI, FL. 33182

ARTICLES VI

DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have two (2) Director(s) initially.

The name and address of the initial Directors of this Corporation is:

NAME		ADDRESS
GERARDO V. AMAT	PRESIDENT	280 N.W. 125TH AVE MIAMI, FL 33182
ACELA G. AMAT	SEC/TREAS	280 N.W. 125TH AVE. MIAMI, FL. 33182

ARTICLES VII

INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

NAME		ADDRESS
GERARDO V. AMAT	50% SHARES	280 N.W. 125TH AVE. MIAMI, FL 33182
ACELA G. AMAT	50% SHARES	280 N.W. 125TH AVE. MIAMI, FL 33182

ARTICLES VIII

INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.

IN WITNESS WHEREOF, I have executed these Articles this 7th day of APRIL 1995

Gerardo V. Amat

GERARDO V. AMAT
PRESIDENT

Acela Gonzalez Amat

ACELA G. AMAT
SEC/TREAS

WITNESS: My hand and official seal this 7th day of APRIL 1995, at Miami, County of Dade, State of Florida

____

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires

____

OFFICIAL NOTARY SEAL
[illegible]
COMMISSION NO. [illegible]
MY COMMISSION EXP. JULY [illegible]

P95000028831

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(Requestor's Name)
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(City, State, Zip) (Phone #)
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. michello, Inc
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2:00 [X] Certified Copy

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ARTICLES OF INCORPORATION

OF

MICHELLO, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MICHELLO, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2101 Brickell Ave., Ap. 324,
Miami, Fl. 33129.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

NINETY (90) SHARES OF COMMON STOCK, NONE PAR VALUE.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EDUARDO A. GANDOLFO,
2101 Brickell Ave., Ap. 324,
Miami, Fl. 33129.

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

EDUARDO A. GANDOLFO,
2101 Brickell Ave., Ap. 324,
Miami, Fl. 33129.

The undersigned has(have) executed these Articles of Incorporation

this 10th. day of APRIL, 1995.

X INCORPORATOR
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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DIVISION OF CORPORATIONS
95 APR 12 AM 2:53

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws 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 MICHELLO, INC.

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

EDUARDO A. GANDOLFO, 2101 Brickell Ave., Ap. 324,
(P.O BOX NOT ACCEPTABLE)

MIAMI, FL. 33129.
(CITY/STATE/ZIP)

SIGNATURE
(corporate officer)

TITLE INCORPORATOR

DATE April 10, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE April 10, 1995.