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LAZARUS CORPORA	TE INDUSTRIES, INC.	20 CANA
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MIAMI, FLORIDA (City, State, Zi)	33174 (305)552-597	OFFICE USE ONLY
	ATIVE TALLAHASSEE	OFFICE USE ONLY
(904)385-6735		* <del>*</del> *
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NEW FILINGS	AMENDMENTS	
Profit	Amendment	30
NonProfit	Resignation of R.A., Officer	<del></del>
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	8 .
Other	Merger	
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OTHER FILINGS	REGISTRATION/ QUALIFICATION	(6) (6) II S
Annual Report	Foreign	(613)
Fictitious Name	Limited Partnership	1 1
Name Reservation	Reinstatement	Examiner's Initials
	Trademark	DINCTITI
	Other	Examiner's Initials

CR2E031(10/92)



# FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 19, 1995

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVENUE SUITE 16 MIAMI, FL 33174

SUBJECT: G & A ASSOCIATES, INC. Ref. Number: W95000008437

We have received your document for G & A ASSOCIATES, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Letter Number: 395A00018440

Doris McDuffie Corporate Specialist Supervisor

95 APR 20 PH 2:54

# CERTIFICATE OF INCORPORATION OF G & A ASSOCIATED, INC.

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, rights, privileges, immunities and liabilities of incorporation for profit.

#### ARTICLE I

The name of the corporation should be:

# G & A ASSOCIATED, INC.

# ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

# ARTICLE III

The maximum number of shares which the corporation is authorize to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

#### ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

# ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

# ARTICLE VI

The existence of the corporation is perpetual.

# ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 13710 SW 145 COURT, MIAMI, FL 33175 The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 13710 SW 145 COURT, HIAMI, FL 33175

The registered agent at the address is ANTONIO COMBATTI

## ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than two nor more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

# ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

ANTONIO COMBATTI 13710 SW 145 COURT PRESIDENT MIAMI, FLORIDA 33175 GIUSEPPE COMABATTI 13710 SW 145 COURT SECRETARY MIAMI, FLORIDA 33175

## ARTICLE IX

THE STOCK OF THE CORPORATION MAY BE ISSUED PERSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE CODE, SO THAT THE STOCKHOLDERS OF THE Corporation MY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HAVE HEREUNTO SET OUR (HANDS AND SEALS, THIS 14TH DAY OF APRIL OF 1995.

ANTONIO COMBATTI 13710 SW 145 COURT MIAMI, FL 33175 GIUSEPPE COMBATTI 13710 SW 145 COURT MIAMI, FL 33175

# SECRETARY OF STATE DIVISION OF CORPORATIONS

# 95 APR 20 PM 2:54

CERTIFICATE DESIGNATING PLACE OF DUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Persuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida.

The name of the corporation is G & A ASSOCIATES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Miami, State of Florida has named:

ANTONIO COMBATTI located at 13710 SW 145 COURT , MIAMI, FL 33175 agent to accept process in State of Florida County of Dade.

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.

ANTONIO GIUSEPPE REGISTERED AGENT