

P95000032296

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 APR 25 PM 2:26

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

700001468837
 -05/01/95--01025--005
 ****122.50 ****122.50

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

1. HANDS OF HONDURAS CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:10 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

4-25

ARTICLES OF INCORPORATION
OF
HANDS OF HONDURAS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 2:26

The undersigned subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is HANDS OF HONDURAS CORP.

ARTICLE 2 - NATURE OF BUSINESS

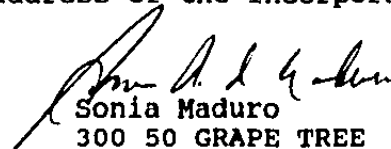
The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 350 GRAPE TREE DR., TOWNHOUSE 410, KEY BISCAYNE, FL. 33149.

ARTICLE 4 - INCORPORATORS

The names and street address of the incorporators of this corporation are:


Sonia Maduro
300 50 GRAPE TREE
TOWNHOUSE 410,
KEY BISCAYNE, FL. 33149

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

Page No. 2

5.2 No holder of shares or stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided; however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

5.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

Page No.3

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 350 GRAPE TREE DR., TOWNHOUSE # 410, KEY BISCAIYNE, FL. 33149.

The name and address of the registered agent of this corporation is Sonia Maduro, 3 Grape Treat Dr., Townhouse 410, Key Biscayne, Fl. 33149.

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to take any action for the making, alteration, ammendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Page No. 4

ARTICLE 12 - AMMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any ammendment hereto are granted subject to this reservation.

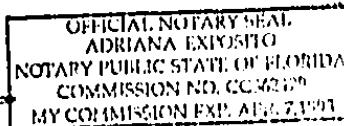
IN WITNESS WHEREOF the undersigned subscribers has executed these Articles of Incorporation this 20th day of April 1995.


Sonia Maduro

STATE OF FLORIDA)
: SS
COUNTY OF DADE (

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally Appeared,
Sonia Maduro, who shows her identification
to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I HAVE hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this *20th*
day of *April*, 1995.



[Signature]
NOTARY PUBLIC, State of Florida
at Large.

CERTIFICATE OF DESIGNATION REGISTERED AGENT

1. The name of the Corporation is: HANDS OF HONDURAS CORP.
2. The name and address of the registered agent and office is:
Sonia Maduro, 350 Grape Tree Dr., Townhouse 410, Key
Biscayne, Fl. 33149.

Having been named as Registered Agent and to accepto
service of process for the above stated corporation at
the place desginated in the certificated, I hereby
accepto the agreement as Registgered 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 anmd accept the obligations of my position as
Registered Agent.

[Signature]
Sonia Maduro