

P95000 32571

MICHAEL ORTIZ, P.A.

*Suite 302
Grand Bay Plaza
2665 South Bayshore Drive
Miami, Florida 33133*

*Telephone (305) 856-7870
Facsimile (305) 856-5979*

MICHAEL ORTIZ

April 21, 1995

of counsel
ARNOLD L. PERLBSTEIN

FEDERAL EXPRESS AIRBILL #3289563605

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001463135
-04/24/95--01047--007
****122.50 ****122.50

RE: RyNat Corp.
Client File Number 208

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation (the "Articles") with regard to the above-referenced Corporation. Also enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

Total	\$122.50

Please acknowledge your receipt of the Articles and check by signing the enclosed acknowledgement copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Articles upon their filing.

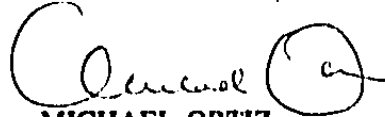
SDE

Secretary of State
Division of Corporations
April 21, 1995
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

A handwritten signature in cursive script, appearing to read "Michael Ortiz", enclosed within a circular scribble.

MICHAEL ORTIZ

MO/lb
Enclosures
Secy-St. Inv. 208

Law Offices
MICHAEL ORTIZ, P.A.

**ARTICLES OF INCORPORATION OF
RYNAT CORP.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: RyNat Corp.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz
2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133

and the mailing address of the corporation shall be the same.

RECORDED
MAY 24 1983
11:16 AM

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
500 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Michael Ortiz 2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

Jesus M. Zerpa c/o Michael Ortiz
2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133

ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz 2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

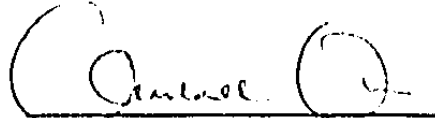
This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 21st day of April, 1995.

 (SEAL)
MICHAEL ORTIZ, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Michael Ortiz having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MICHAEL ORTIZ

03/09 24 PM 1:14

P95000032571

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. B7 AVENUE, SUITE: 16
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

OFFICE USE ONLY

900001577259
-09/05/95--01052--005
*****35.00 *****35.00

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

1. RYNAT CORP. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) Amend
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

RECEIVED
95 SEP -5 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent, <u>9/5/95</u>
<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

Handwritten notes:
ADH
ADH
ADH

FILED
95 SEP -5 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

RYNAT CORP.

FILED
95 SEP -5 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I : The new address of the principal office and mailing address of this corporation will be:

c/o JESUS M. ZERPA
120 Miracle Mile
Coral Gables, Florida, 33134

Article V : The street address of the new registered office and its new registered agent are as follows:

JESUS M. ZERPA
120 Miracle Mile
Coral Gables, Florida, 33134

Article VI : The new address of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

JESUS M. ZERPA
120 Miracle Mile
Coral Gables, Florida, 33134

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendments(s): August 30, 1995

(continued)

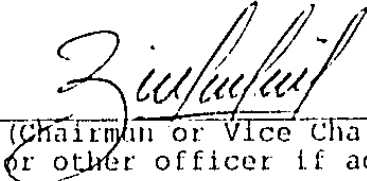
FOURTH: Adoption of Amendment (s) (check one)

- The amendment (s) was/were adopted by the incorporators without shareholder action was not required.
- The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendments (s) was/were approved by the shareholders through voting groups.

{The following statement must be separately provided for each voting group entitled to vote separately on the amendment (s).}

Signed this 30 day of August, 1995

By




(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(A Director or incorporator if adopted by the directors or incorporators)

JESUS M. ZERPA
President

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTER 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 MY POSITION AS REGISTERED AGENT.



JESUS M. ZERPA
AUGUST 30, 1995

P95000032571

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)385-6715

OFFICE USE ONLY

RECEIVED
12-04-95
TALLAHASSEE, FLORIDA

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

1. RYNAT CORP.
(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

FILED
 95 DEC -5 PM 12:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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
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<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

AMEND
12/15

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

December 4, 1995

LAZARUS CORPORATE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: RYNAT CORP.
Ref. Number: P95000032571

We have received your document for RYNAT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please indicate the name(s) of each voting group(s) entitled to vote on the amendment.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 195A00052693

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

RYNAT CORP.

FILED
95 DEC -5 PM 12: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I : The new address of the principal office and mailing address of this corporation will be:

c/o ROSS ESPINOZA
120 Miracle Mile
Coral Gables, Florida, 33134


Article V : The street address of the new registered office and its new registered agent are as follows:

ROSS ESPINOZA
120 Miracle Mile
Coral Gables, Florida, 33134

Article VI : The new persons and address of the directors of the corporation, whom shall hold office for the first year or until they successors are duly elected and qualified, shall be:


ROSS ESPINOZA
120 Miracle Mile
Coral Gables, Florida, 33134

PRESIDENT/TREASURER


ADA ESPINOZA
120 Miracle Mile
Coral Gables, Florida, 33134

VICE-PRESIDENT/SECRETARY

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendments(s): NOVEMBER 30, 1995

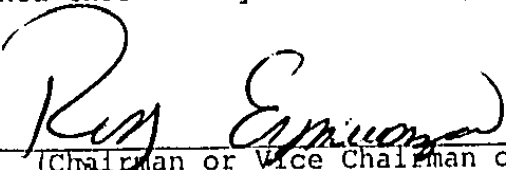
FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were adopted by the incorporators without shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendments(s) was/were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

Signed this 30 day of November, 1995

By



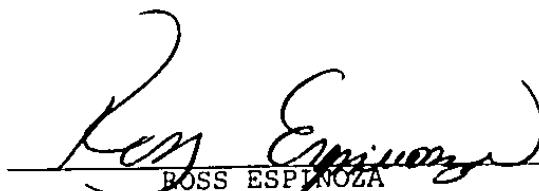
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(A Director or incorporator if adopted by the directors or incorporators)

ROSS ESPINOZA
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTER 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 MY POSITION AS REGISTERED AGENT.



ROSS ESPINOZA
November 30, 1995