

P95000036437

LAZARUS CORPORATE INDUSTRIES, INC.
(Registrant's Name)
890 S.W. 87 AVENUE, SUITE 16
(Address)
MIAMI, FLORIDA 33174 (305) 552-5073
(City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(904) 385-6735

OFFICE USE ONLY

600001488256
-05/10/95--01110--006
***122.50 ***122.50

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

1. Osme 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

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

FILED
MAY 9 1995
TALLAHASSEE, FLORIDA
STATE SECRETARY OF REVENUE

NANCY HENDRICKS MAY - 9 1995

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

OSNE CORP.

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this Corporation shall be: OSNE CORP.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

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

FILED
OSNE CORP.
MAY 9 1955
TALLAHASSEE, FLORIDA

(b) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in land and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be one hundred (100) shares, all of which shall be of \$ 1.00 par value, and each of which shares shall be issued fully paid and non-assessable.

and shall be payable in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the corporation is: 3499 W. 4th Ave, Suite 201, Hialeah, Fl 33012 and the initial registered agent at such address is: OSVALDO NORDEL,

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 3499 W. 4th Avenue, Suite 201, Hialeah, Florida 33012.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida..

ARTICLE VII.

This Corporation shall have one (1) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

OSVALDO NORDELO
14353 S.W. 101th Lane
Miami, Florida 33186

Director
President
Secretary
~~Registered Agent~~

ARTICLE IX.

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
. OSVALDO NORDEL	14353 S.W. 101th Lane Miami, Florida 33186	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be continued under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a). To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b). To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c). To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d). When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 8th day of May, 19 95.

[Signature] (SEAL)
Oswaldo Nordelo

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgements, personally appeared Oswaldo Nordelo

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida this 8th day of May, 1995.

EDUARDO MENDEZ
Notary Public-Florida
DADE COUNTY
My Commission Expires

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
at Large.


STATE OF FLORIDA)

COUNTY OF DADE)

ACCEPTANCE BY REGISTERED AGENT:

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, 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.

DATE: May 8, 1995.



Registered Agent
Osvaldo Nordelo

RECEIVED
SECRETARY OF STATE
TALLAHASSEE
MAY -9 11 13
95 MAY -9 11 13

P95000036437

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

UNRECORDED
05/02/96--11059--009
*****35.00 *****35.00

Office Use Only

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

1. OSME CORP.
(Corporation Name) (Document #)
2. Amendment
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 96 MAY -2 PM 1:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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
<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

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

OSNE CORP.

(present name)

FILED
96 MAY -2 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

ARTICLE IV AND V

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 amendment's adoption: 4-29-96

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

The amendment(s) was/were adopted by the incorporators without shareholder action and 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 amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were 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).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR

OSNE CORP.

AMENDMENT (1) ADOPTED:

ARTICLE IV. REGISTERED AGENT

THE NAME AND THE ADDRESSES OF THE NEW REGISTERED AGENT
HAS TO BE AMENDMENT AS FOLLOW:

A) DELETE OLD REGISTERED AGENT:

OSVALDO M. NORDELO
14353 SW 101 LANE
MIAMI, FL. 33186

B) ADD NEW REGISTERED AGENT:

ARMANDO G. ABEILAR
8731 SW 43 ST.
MIAMI, FL. 33165

ARTICLE V: INCORPORATORS

THE NAME AND ADDRESS OF THE NEW PRESIDENT SHALL BE:

ARMANDO G. ABEILAR
8731 SW 43 ST.
MIAMI, FL. 33165

Signed this 29 day of April, 19, 96.

By [Signature]
(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)

OSWALDO M. NORDELO

(Typed or printed name)

PRESIDENT

(Title)

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 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 MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 4/29/96

F95000036437

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

CREATED BY: J. S. ...
DATE: 05/09/96 01:11:59
*****5.00 *****5.00

Office Use Only

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

1. Gene Corp (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) Amend
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

FILED
96 MAY 13 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of State

RECEIVED
96 MAY -9 PM 2:48
DIVISION OF CORPORATION

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
<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

*00789, 00542, 00672

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1996

Lazarus Corporate Industries, Inc.
890 S.W. 87 Avenue
Suite 16
Miami, FL 33174

SUBJECT: OSNE CORP.
Ref. Number: P95000036437

We have received your document for OSNE 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 amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 596A00022941

RECEIVED
96 MAY 13 AM 11:25
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
O S N E C O R P.

FILED
96 MAY 13 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

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

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

ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION ARE AS FOLLOWS:

ARMANDO G. AGUILAR	DIRECTOR
8731 SW 43 ST.	PRESIDENT
MIAMI, FL. 33165	SECRETARY

ARTICLE IX

THE NAMES AND POST OFFICE ADDRESSES OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION PAID THEREOF, THE TOTAL AGGREGATE AMOUNT OF WHICH IS NOT LESS THAN THE AMOUNT OF CAPITAL OF THE CORPORATION, IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ARMANDO G. AGUILAR	8731 SW 43 ST. MIAMI, FL. 33165	100	\$100.00

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 amendment's adoption: 4/29/96

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

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were 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):

"The number of votes cast for _____ amendment(s) was/were sufficient for approval by _____ (voting group)"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of APRIL, 19 96

Signature 

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

OSVALDO M. NORDELO

Typed or printed name

PRESIDENT

Title

P95000036437

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 07 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001878247
-06/26/96--01000--003
*****35.00 *****35.00

Office Use Only

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

1. DSNE CORP (Corporation Name) (Document #)
2. dis (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
 96 JUN 26 PM 3:41
 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 type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger <u>6/26/96</u>

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign <u>ADN</u>
<input type="checkbox"/>	Limited Partnership <u>ADN</u>
<input type="checkbox"/>	Reinstatement <u>ADN</u>
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED
96 JUN 26 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: DSNG CORP.

SECOND: The date dissolution was authorized: 4-30-96

THIRD: Adoption of Dissolution (check one)
 Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
 Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."]
(voting group)

Signed this 6 day of July, 19 96

Signature _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ARMANDO G. AGUILAR
(Typed or printed name)

PRESIDENTE
(Title)