

995000037011

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

41070701 48155314
-05/12/95--01095--012
****122.50 ****122.50

OFFICE USE ONLY

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

1. TATA PRODUCE, INC.
(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

RECEIVED
MAY 10 1995
55 MAY 10 AM 1:59

NANCY HENDRICKS MAY 10 1995

Examiner's Initials

ARTICLES OF INCORPORATION

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, liability rights, privileges and immunities of corporations for profit

ARTICLE I, NAME

The name of the corporation shall be:

TATA PRODUCE, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

That the present main business of the corporation is as follows: Fruit & Vegetables Distribution

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, of (10.00) Ten dollae par value

ARTICLE IV, INITIAL CAPITAL

The amount of capital with this corporation will begin busi-
--ness will not be less than : \$ 500.00 (Five hundred do-
llar).

ARTICLES V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in this State of the principal office of corporation be:

3206 West. 78th Street
Hialeah Fl. 33016

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

ARTICLE VII DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be -- less than (1) one.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who served at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person -- shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or -- or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided -- that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such-----

officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or members therefore as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the the Board of Directors of the Corporation which shall

authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation and the corporations Laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ROBERTO NEREY	PRESIDENT/T	3206 W.78th St. Hialeah Fl. 33016
CARMEN CHAVEZ	VIC-PRESIDENT /S	3206 W. 78 St. Hialeah Fl. 33016

ARTICLE IX, INCORPORATORS

The names and addresses of each incorporators of these
Articles of Incorporation are as follows:

NAME

ADDRESS

ROBERTO NEREY

3206 West 78th St.
Hialeah Fl. 33016

CARMEN CHAVEZ

3206 West 78 th St.
Hialeah Fl. 33016

ARTICLE X, OFFICERS

The officers of this Corporation shall be a President one or more Vice-Presidents, a secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such a manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the board of Directors.

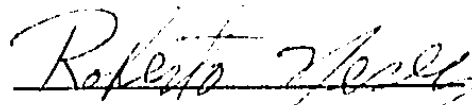
ARTICLE XI, AMENDMENT

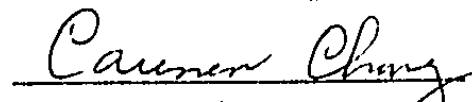
This Corporation reserves the right to amend, alter change or repeal any provisions contained in these articles of incorporation in the manner now of hereafter prescribed by Statue, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII, REGISTERED AGENT
AND REGISTERED ADDRESS

ROBERTO NEREY
3206 West 78th St.
Hialeah Fl 33016

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this 8TH day of May 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

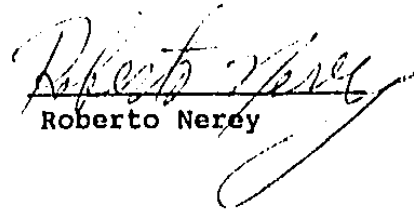

Roberto Nerey


Carmen Chavez

ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT

The undersigned, named as Resident Agent in the XII Articles of Incorporation of TATA PRODUCE, INC. does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

DATE At Miami, Dade County, Florida this 8TH day of May, 1995.


Roberto Nerey

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55 MAY 10 PM 1:50
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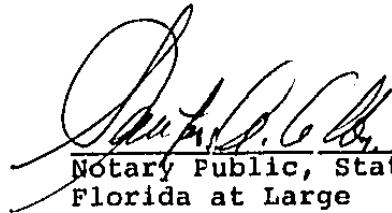
STATE OF FLORIDA
COUNTY OF DADE

SS:

BEFORE ME, personally appeared
ROBERTO NEREY AND CARMEN CHAVEZ. _____

known to me by the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 8TH day of May 1995.



Notary Public, State of
Florida at Large



OFFICIAL SEAL
SANTOS A. ALBA
My Commission Expires
April 7, 1997
Comm. No. CC 275088

My commission expires:

P95000037011

LAZARUS CORPORATE INDUSTRIES, INC.
(Registrant's Name)
1190 S.W. 17 AVENUE, SUITE 116
(Address)
MIAMI, FLORIDA 33174 (305)952-5973
(City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(201)315-0235

OFFICE USE ONLY

FILED
95 MAY 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500001500725
-05/30/95--01003--009
*****35.00 *****35.00

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

- 1. State Produce, Inc. (Corporation Name) Admce (Document #)
- 2. _____ (Corporation Name) Change (Document #)
- 3. _____ (Corporation Name) Amend (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

Walk in Pick up time 2:00

Mail out Will wait Photocopy

Certified Copy

Certificate of Status

RECORDED
95 MAY 25 PM 10:52
OFFICE OF CORPORATION

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35
35
35

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TATA PRODUCE, INC.

FILED
95 MAY 25 PM 3:14
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 I, NAME

The name of corporation shall be:

ROBERT C. PRODUCE, INC.

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: 5-24-95

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)

Signed this 24th day of May, 19 95.

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERTO NEREY
Typed or printed name

DIRECTOR
Title

Santos A. Alba
NOTARY PUBLIC



OFFICIAL SEAL
SANTOS A. ALBA
My Commission Expires
April 7, 1997
Comm. No. CC 275088

State of Florida
County of Dade

The foregoing instrument was acknowledged
before me on 24 May 1995 by
Roberto Nerey who has produced
N-600-72035046-0
as an identification.