

P95000039436

95 MAY 18 11 13 25
 FILED
 TALLAHASSEE

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

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

1. POWER KAT, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) 4000001494984
 -05/19/95--01092--008
 ****122.50 ****122.50
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

NANCY HENDRICKS MAY 18 1995

Examiner's Initials

ARTICLES OF INCORPORATION

OF

POWER KAT, INC.

ARTICLE I-NAME

The name of this corporation is:

POWER KAT, INC.

ARTICLE II-DURATION

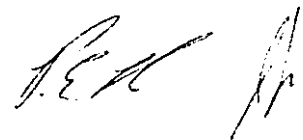
This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation of any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporations shall be subject thereto.



ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL PLACE OF BUSINESS

The name of the initial registered agent of this corporation is JOSE J. LIMA, and the street address of the initial registered agent of this corporation is 12319 SW 133 Court, Miami, FL 33186. The initial principal place of business and mailing address of the corporation is 18366 SW 136 Court, Miami, FL 33177.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By Laws, but shall never be less than one. The name and address of each initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Pedro E. Hernandez	18366 SW 136 Court Miami, FL 33177
Jose J. Lima	12319 SW 133 Court Miami, FL 33186

ARTICLE VIII-INCORPORATOR

The name and address of the person or persons signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Pedro E. Hernandez	18366 SW 136 Court Miami, FL 33177
Jose J. Lima	12319 SW 133 Court Miami, FL 33186

ARTICLE IX-BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X-CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing, such votes on the same principle among any number of such candidates.

ARTICLE XI-CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by any one of the persons or groups below:

- A) The Board of Directors,
- B) The Holders of not less than one-tenth of all the shares entitled to vote at the meeting.
- C) Such other persons or groups as may be authorized in the Articles of Incorporation or the By Laws.

ARTICLE XII-SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the

shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII-APPROVAL OF SHAREHOLDERS

REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XIV-POWER

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take receive, lease or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in,, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D) To lend any money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, association

Handwritten signature and initials in the bottom right corner of the page.

partnerships or individuals or direct or indirect obligations of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.

- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- G) To lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J) To make and alter by Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- K) To make donations for the public welfare or for charitable, scientific or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- M) To pay pensions and establish pension plans, profit sharing

plans; stock bonus plans, stock option plans, and other incentive plans for any and all if its directors, officers and employees of its subsidiaries.

- N) To be a promoter, incorporator, partner, member, associate, or manager of a corporation, partnership, joint venture, trust or other enterprise.
- O) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XV-DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors,. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting shall be the act of the Board of Directors.

ARTICLE XVI-MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII-ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XVIII-INDEMNIFICATION

The corporation shall indemnify any officers or director,s or any former officers or directors, to the full extent permitted by law.

ARTICLE XIX-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 16 day of May, 1995

Pedro E. Hernandez
Pedro E. Hernandez

Jose J. Lima
Jose J. Lima

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME the undersigned authority, personally appeared Pedro E. Hernandez and Jose J. Lima, who are personally known to me or who produced as identification, and who did/did not take an oath, and who personally executed the foregoing Articles of Incorporation in my presence and in the presence of each other, on this 16 day of May, 1995.

Yamile B. Gomez
Notary Public at Large
County of Dade

Print Name Yamile B. Gomez

My Commission Expires:

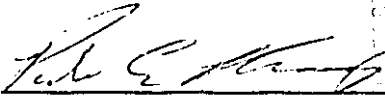
OFFICIAL NOTARY SEAL
YAMILE B GOMEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC156398
MY COMMISSION EXP. FEB. 1, 1997

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT POWER KAT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE J. LIMA, LOCATED AT 12319 SW 133 COURT, MIAMI, FLORIDA 33186, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

POWER KAT, INC.


By: 
PEDRO E. HERNANDEZ

TITLE: Incorporator

DATE: May 16, 1995

FILED
95 MAY 18 PM 12 29
SECRET
TALLAHASSEE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JOSE J. LIMA

DATE: May 16, 1995

RECEIVED
L-3
DIVISION OF CORPORATION

PP5000039436

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

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*****35.00 *****35.00

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

1. POWER KAT, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 95 JUL -3 PM 1:11
 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

C. TAX _____
 FILING _____ 35
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____ 35
 RECEIVED _____
 DATE _____

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

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Examiner's Initials

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
POWER KAT, INC.

95 JUL -3 PM 1:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.160 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

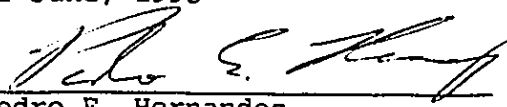
FIRST: Amendment adopted: ARTICLE X - OFFICERS
Article X is adopted and added to The
Articles of Incorporation to designate
the officers of POWER KAT, INC. as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pedro E. Hernandez President	18366 SW 136 Court Miami, FL 33177
Jose J. Lima Secretary/Treasurer	12319 SW 133 Court Miami, FL 33186
Jose M. Rivero Vice-President	3560 SW 107 Court Miami, FL 33165

SECOND: The date of the adoption of the Amendment set forth above was June 29, 1995.

THIRD: The Amendment was approved by the Shareholders and Directors. The number of votes cast for the Amendment was sufficient for approval.

Signed this 29 day of June, 1995


Pedro E. Hernandez
President/Director/Shareholder
of Power Kat, Inc.

P95000039436

LAZARUS CORPORATE INDUSTRIES,
 (Requestor's Name)
890 S.W. 87 AVENUE, SUITE 116
 (Address)
MIAMI, FLORIDA 33174 (305)552-5973
 (City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(904) 385-6735

OFFICE USE ONLY

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 *****35.00 *****35.00

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

- POWER KAT, INC.
 (Corporation Name) (Document #)
- Amend
 (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

Walk in Pick up time 2:00

Mail out Will wait Photocopy

Certified Copy
 Certificate of Status

95 JUN 20 PM 2:51
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

AMENDMENTS	
Amendment	<input checked="" type="checkbox"/>
Resignation of R.A. Officer/Director	<input checked="" type="checkbox"/>
Change of Registered Agent	<input checked="" type="checkbox"/>
Disolution/Withdrawal	<input checked="" type="checkbox"/>
Merger	<input checked="" type="checkbox"/>

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

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

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 00672

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1995

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

SUBJECT: POWER KAT, INC.
Ref. Number: P95000039436

We have received your document for POWER KAT, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

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.

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

Annette Hogan
Corporate Specialist

Letter Number: 095A00030024

RECEIVED
JUN 20 1995
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
POWER KAT, INC.

FILED
95 JUN 20 PM 2:51
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 adopted: ARTICLE VII - .

BOARD OF DIRECTORS is amended to state that the corporation shall have four Directors

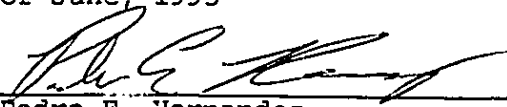
. . . The name and address of each Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Pedro E. Hernandez	18366 SW 136 Court Miami, FL 33177
Jose J. Lima	12319 SW 133 Court Miami, FL 33186
Pedro Hernandez, Sr.	18366 SW 136 Court Miami, FL 33177
Jose M. Rivero	3560 SW 107 Court Miami, FL 33165

SECOND: The date of the adoption of the Amendment set forth above was May 25, 1995.

THIRD: The Amendment was approved by the Shareholders and Directors. The number of votes cast for the Amendment was sufficient for approval.

Signed this 14th day of June, 1995


Pedro E. Hernandez
President/Director/Shareholder
of Power Kat, Inc.