OFFICE USE ONLY

LAZARUS CORPORATE INDUSTRIES, INC.							
890 S.W. 87 AVENUE, SUITE: 16							
(Aldress)							
MIAMI, FLORIDA 33174 (305)552-5973							
(City, State, Zip) (Phone #)							
LOCAL REPRESENTATIVE TALLAHASSEE							
(904)385-6715							

Examiner's Initials

Trademark

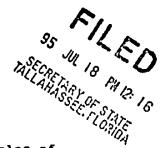
Other

CR2E031(10/92)

•	CORPORATION NAM	IE(s) & DOCUMENT NUI	MBER(S) (if kr	nown):	
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(Corporat		on Name)	(Decumen	nt #)	
;	3.	ion Name)	(Documen	N. #1	
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		ion Nama)	(Documen	nt#)	
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	Mail out V	Vill wait Photocopy	Cc	ertificate of Status	
	NEW FILINGS	AMENDMENTS			
X	Profit	Amendment		90000154153 -07/19/950106601	39
7	NonProfit	Resignation of R.A., Office	er/Director	****122.50 ****122.	50
	Limited Liability	Change of Registered Age	ent		
	Domestication	Dissolution/Withdrawal			
	Other	Merger			
		REGISTRATION/		•	
	OTHER FILINGS	QUALIFICATION			
	Annual Report	Foreign	; <b>x</b>	HENDRICKS JUL 1 8 1995	
-	Fictitious Name	Limited Partnership			
Name Reservation		Reinstatement			

#### CERTIFICATE OF INCORPORATION

or



The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

#### ARTICLE I. NAME

The name of this corporation is:

First Quality Realty Inc.

# ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Teneral Real EsTaTe Bhokehage

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, counities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of owner-

ship, including the right to vote such stock.

# ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is: /00 shares of common stock having a nominal of \$200 par value.

# ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business-is: \$2000 xx

# ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the State of Florida is: Same as Registered Office.

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

# ARTICLE VII. DIRECTORS

The corporation shall have OHC 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

#### ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors Are:

# ARTICLE IX. SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation are:

ARTICLE X. REGISTERED OFFICE and REGISTERED AGENT

The registered office shall be 1/3 45 S.W. 47 Terrace,
Miami, FL. 33165 and the resident agent is: Pedro M. Gracia

#### ARTICLE XI. AMENDMENT

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.

Seder M. Gracia

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 acknowledgments, personally appeared

to me known to be the person described as subscriber in and who executed the foregoing described Articles of Incorporation, and they acknowledged before me that they subscribed their names hereto for the purposes therein expressed.

WITHESS my hand and official seal at Coral GAbles, Dade County, Florida this \_\_\_day of

MY COMMISSION EXPIRES:

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is: First Quality Re.	e/7y	I	hC.
2.	The name and address of the registered agent and office is:  Pedro M. Tracia  (Name)  11345 S.W. 47 Terrace  (P.O. Box not acceptable)  Miemi, P. 33/65  (City/State/Zip)	SECRETARY OF STATE TALLAHASSEE, FLORIDA	95 JUL 18 PH 12: 16	7 7 7 0

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Having been named as registered agent and to accept service of process for the above 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 of my position as registered agent.

Sedir M. Pracia 7/17/95
(Signature) 7/17/95

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314