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

1. UNIVERSAL DEBIT CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. EFFECTIVE DATE
(Corporation Name) (Document #)
4. AUG 2 1995
(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

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FILED

Examiner's Initials

ARTICLES OF INCORPORATION

OF

UNIVERSAL DEBIT CORP.

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is UNIVERSAL DEBIT CORP.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

The purpose for which the corporation is organized is to transact any and all lawful business, and to engage in any activity within the purpose for which corporations may be organized under the Florida General Corporation Act.

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

(a) Authorized Capital: The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.001 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ^{PRINCIPAL}~~registered~~ office of the corporation is 3201 N.W. 107th Avenue, Coral Springs, Florida 33065 and the name of the initial registered agent of the corporation is Manuel A. Avila, Esq. located at 2250 S.W. 3rd Avenue, 5th Floor, Miami, Florida 33129.

ARTICLE VI

BY-LAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-laws adopted by the shareholders if the shareholders specifically provide that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

DIRECTORS

The initial Board of Directors shall consist of one member, who needs not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, are as follows:

NAME	ADDRESS
Gerald M. Dunne, Jr.	3201 N.W. 107th Ave. Coral Springs, Florida 33065

ARTICLE VIII

INCORPORATORS

The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
Manuel A. Avila	2250 S.W. 3rd Ave., 5th Floor Miami, Florida 33129

ARTICLE IX

RIGHT TO AMEND

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any

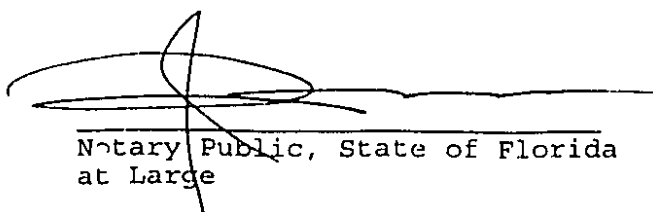
right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of August, 1995.


Manuel A. Avila

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of July, 1995.

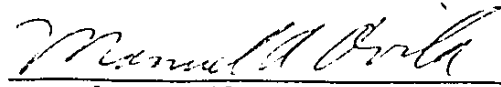

Notary Public, State of Florida
at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT


I, Manuel Avila, hereby accept the designation as Registered Agent of UNIVERSAL DEBIT CORP.


Manuel A. Avila

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th

day of July, 1995.


Notary Public, State of Florida
at Large

My Commission Expires:

Universal.Art



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TALLAHASSEE, FLORIDA