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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

FD-001 (REV. 1-27-77)
-08/18/95--01003--018
***122.50 ***122.50

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

1. me e mp 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
 95 AUG 10 PM 2:59
 STATE
 OF FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF

ME & MP CORP.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

ME & MP CORP.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

FILED
CORPORATION
DEPT. OF STATE
TALLAHASSEE, FLORIDA
MAY 19 1965

First-That ME & MP CORP. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Dania, County of Broward, State of Florida had name VINCENZO MILETI 12500 SW 130 ST. # 17, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


VINCENZO MILETI
Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

12500 SW 130 ST # 17

MIAMI, FLORIDA 33186

ARTICLES VI

DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) Director(s) initially.

The name and address of the initial Directors of this Corporation is:

| <u>NAME</u> | | <u>ADDRESS</u> |
|-----------------|-----------|---|
| VINCENZO MILETI | PRESIDENT | 12500 SW 130 ST # 17 MIAMI, FL 33186 |

ARTICLES VII

INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

| <u>NAME</u> | | <u>ADDRESS</u> |
|-----------------|-------------|---|
| VINCENZO MILETI | 100% SHARES | 12500 SW 130 ST # 17 MIAMI, FL 33186 |

ARTICLES VIII

INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves, by

a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.



VINCENZO MILETI
PRESIDENT

WITNESS: My hand and official seal this 8th day of AUGUST 1995, at Miami, County of Dade, State of Florida



NOTARY PUBLIC STATE OF
FLORIDA AT LARGE

My commission expires



OFFICIAL NOTARY SEAL
JESUS A. RUBALCABAL
COMMISSION NO. 00390047
MY COMMISSION EXP. JULY 5, 1998
