

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)
890 S.W. 87 AVENUE, SUITE: 16
(Address)
MIAMI, FLORIDA 33174 (305)552-5977
(City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE
(904) 305-6715

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OFFICE USE ONLY

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

1.	<u>ELITE AUTO ACCESSORIES INCORPORATED</u> (Corporation Name)	(Document #)
2.	 (Corporation Name)	(Document #)
3.	 (Corporation Name)	(Document #)
4.	 (Corporation Name)	(Document #)

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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	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

August 14, 1995

Sandra B. Mortham
Secretary of State

LAZARUS

MIAMI, FL

SUBJECT: ELITE AUTO ACCESSORIES, INCORPORATED
Ref. Number: W95000016339

We have received your document for ELITE AUTO ACCESSORIES, INCORPORATED and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 795A00038027

CERTIFICATE OF INCORPORATION
OF
MIAMI ELITE AUTO ACCESSORIES, INCORPORATED

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation, and to that end we do, by this certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation")
MIAMI ELITE AUTO ACCESSORIES, INCORPORATED

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To provide automobile services and accessories including but not limited to automobile window tinting, automobile stereo sales and installation, automobile alarm sales and installation, automobile electrical work.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including without limitation, all types of stocks, bonds, debentures, obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements.

placing in such persons voting or other powers in respect of said stocks or other securities, to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therin with out limits as to amount, to buy, sell assign, convey and cancel liens upon personal property and real estate of every kind and nature what so ever, to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans theron; to borrow and lend money and to negotiate loans; to draw, endorse, accept discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever, to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boatlines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America

(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property, to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business, to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into One Thousand (1000) shares of stock of one dollar (\$1.00) par value per share, all of one class, namely, Common Stock, and having an aggregate no par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V

The principal place of business of the Corporation shall be at 10132 NW 37th Avenue, Miami, Florida 33147, with privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Officer,	SILVIO GOMEZ, JR. 2974 NW 102 STREET MIAMI, FLORIDA 33197
Officer,	OLGA LIDIA JIMENEZ 2974 NW 102 STREET MIAMI, FLORIDA 33197
Officer,	OLGA HERRO 2974 NW 102 STREET MIAMI, FLORIDA 33197

ARTICLE VIII

The number of the officers of the Corporation shall be:

THREE (3)

ARTICLE IX

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

President,	SILVIO GOMEZ, JR. 2974 NW 102 STREET MIAMI, FLORIDA 33197
Vice-President,	OLGA LIDIA JIMENEZ 2974 NW 102 STREET MIAMI, FLORIDA 33197
Secretary,	OLGA HERRO 2974 NW 102 STREET

MIAMI, FLORIDA 33197

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

Five Hundred One (501) SILVIO GOMEZ JR.
2974 NW 102 STREET
MIAMI, FLORIDA 33197

Total Shares : One Thousand (1000) Shares, all of the proceeds of which will amount to which will amount to at least One Thousand Dollars (\$1000.00).

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
and acknowledged to be filed in the office of the Secretary of State the foregoing
Certificate of Incorporation, this 10th day of August, 1995.

Silvio Gomez, Jr. (SEAL)
SILVIO GOMEZ, JR., PRESIDENT

SH 710 CONN, JR, PRESENT

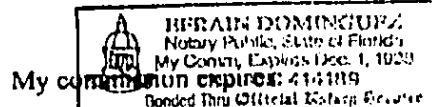
Olga L. Jimenez (SEAL)
OLGA LIDIA JIMENEZ, VICE-PRES.

Olga Herro (SEAL)
OLGA HERRO, SECRETARY

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgment, personally appeared
SILVIO GOMEZ, JR., OLGA LIDIA JIMENEZ, OLGA HERRO
and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at the City Of Miami, County of DADE State of Florida, This 10th day of August, 1995

Efrain Dominguez
NOTARY PUBLIC, STATE OF FLORIDA
& LARGE



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:
FIRST THAT: MIAMI ELITE AUTO ACCESSORIES, INCORPORATED
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA, HAS
NAMED EFRAIN DOMINGUEZ, ESQ. LOCATED AT
11410 N. KENDALL DRIVE, SUITE 302, CITY OF MIAMI,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE *Efrain Dominguez*
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 8/9/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT

IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE John W. Lanning Jr.
(REGISTERED AGENT)

DATE 8/16/95

FBI - BOSTON
95 AUG 17 FBI 1:22
FEDERAL BUREAU OF INVESTIGATION
U. S. DEPARTMENT OF JUSTICE