

P9500000 65697

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

STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 DIVISION OF CORPORATIONS
 95 APR 24 PM 1:45

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

1. Atlanta Automation Group, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:30 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

2/24/95

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 PM 1:45

ARTICLES OF INCORPORATION
OF
ATLANTA AUTOMOTIVE GROUP, INC.

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certify as follows:

ARTICLE I - NAME

The name of this corporation is ATLANTA AUTOMOTIVE GROUP, INC.

ARTICLE II- DURATION

This corporation is to exist perpetually.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of engaging in purchase and sale of both, wholesale and retail of new and used automobiles, trucks and all and other related vehicles, and

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, otherwise dispose of, and to invest in, trade in, deal in with goods, wares, merchandise, real and personal property and services, of every class, kind and description; except that it is not conduct the business of banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cementery company, a building and loan association, fraternal benefit society, mutual fire insurance association, cooperative association, state fair or exposition; and

To transact any or all lawful business for which this corporation may be incorporated under applicable Florida law, and to exercise all powers authorized by law.

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue 500 (Five Hundred) shares of One Dollar (\$ 1.00) par value common stock.

ARTICLE V- PREEMTIVE RIGHTS

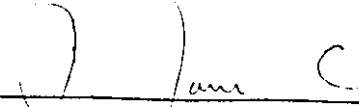
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The principal office is: 14007 Southwest 142nd Street, Miami, Florida 33186, and the named Registered office of this corporation is 14007 Southwest 142nd Street, Miami, Florida 33186, and the name of the initial registered agent of this corporation at that address is JOE D. JACOME.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

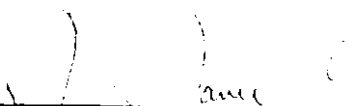


JOE D. JACOME.

14007 S.W. 142 Street
Miami, Florida, 33186

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:



JOE D. JACOME

14007 S.W. 142nd Street
Miami, Florida 33186

ARTICLE IX- BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be invested in the Board of Directors.

ARTICLE X- INDEMNIFICATION

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

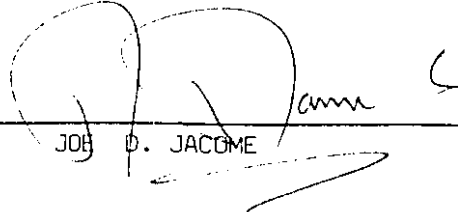
ARTICLE XI- SHAREHOLDER AGREEMENTS

The shareholders of this corporation may at any time and from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions restricting the transfer of shares, provisions for cumulative voting for directors and/or any provision which by law is required or permitted to be set forth in the by-laws of the corporation.

ARTICLE XII- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 1st day of March , 1995.



JOE D. JACOME

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

I HERBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOE D. JACOME, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to that he signed and executed the same for

the purposes therein stated.


SWORN AND SUBSCRIBED before me, this 1st day of March, 1995.

NOTARY PUBLIC, State of Florida

my commission Expires:

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for the above - styled corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JOE D. JACOME.

FILED STATE
SECRETARY OF CORPORATIONS
95 AUG 24 PM 1:45