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SECRETARY OF STATE

TALLAHASSELE LOBIDAS:
-01/02/96--01003--009
****122.50

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				

<u>(904)385-6715</u>

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S)	if known):
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ARTICLES OF INCORPORATION

OF

THE DAIL GROUP, Inc.

FILED

The undersigned incorporate for the purpose of becoming and all corporations, under the laws of the State of Florida, providing for state; formation, rights, privileges, immunities and liabilities of incorporations, profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be: THE DML GROUP, Inc.

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is $\frac{\text{One hundred (100)}}{\text{One Dollar}}$ shares of common stock at \$1.00**

ARTICLE - V Principal

The post office address of the initial registered office of this corporation in the State of Florida is: 6720 South West 50th Terrace, Minumi FL. 33155

The name of the initial registered agent at such address is: DOLORES M. LENZA

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE - VII

The Board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

BOARD OF DIRECTORS

ADDRESS

DOLORES M. LENZA (President-Secretary) 6720 South West 50th Terrace, Minumi, Fl. 33155

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is:

NAME

ADDRESS

NO. OF SHARES

DOLORES M. LENZA 6720 South West 50th Terr. Minumi, Fl. 33155 100

ARTICLE - IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE - X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

Preemptive rights (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this day of December , 19 95

STATE OF FLORIDA (
COUNTY OF DADE (SS

BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared:

DOLORIS M. LENZA

Who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal a Miami, Dade County Florida, this 29 day of December, 19 95

NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires

E. MORLANNE

MY COMMISSION # CC 381489

EXPIRES: July 2, 1998

Booked The Manay Public Lindon Rice.

FILED

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SECRETARY OF STATE CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMESTALE FLORIDA THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

in pursuance of chapter 48.091, Florida statutes, the
is submitted, in compliance with said Act: First-That THE DML GROUP, INC.
qualified to do business under the laws of the State of Florida with its principal office at G720 S.W. 50th Terrace of Miumi State of Florida
has appointed DOLORES M. LENZA
(Street address and number of building, Post Office Box of acceptable). City of MIAMI County of DADE
State of, as its agent to accept service of process within this State.
ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for
the above stated corporation, at place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said

(Registered Agent)

00216

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

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Office Use Only

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		Examiner's Initials

AKIICLES OF DISSOLUTION SECULO PH 12: 30 Pursuant to section 607.1403, Florida Statutes, this corporation submites the following

The name of the corporation is: ____THE_DML_GROUP._ INC.__ FIRST: THIRD: Adoption of Dissolution (check one) Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Dissolution was approved by vote of the shareholders through voting groups. [The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve: "The number of votes cast for dissolution was sufficient for approval by ___ (voting group) 27 JUNE Signed this day of . 19 97 Signature (By the Chairman or Vice Chairman of the President, or other officer) DOLORES M. LENZA (Typed or printed name) PRESIDENT

(Title)