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DIVISION OF CURPORAL

LAZARUS CORPORATE INDUSTRIES, INC. (Anguestor's Name) 890 S.W. 87 AVENUE, SUTTE: 16 (Address)

MIAMI, ELORIDA 33174 (305)552-5973

(City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

CR2E031(10/92)

Examiner's Initials

1/11/96

OFFICE USE ONLY

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

Other

2. (Corporation Name)		(Document #)	,
		tion Name) (Document #)	
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	Mail out V	Will wait Photocopy Certificate of Status	
	NEW FILINGS	AMENDMENTS	
X	Profit	Amendment	
	NonProfit	Resignation of R.A., Officer/Director	
	Limited Liability	Change of Registered Agent	
	Domestication	Dissolution/Withdrawal	
	Other	Merger	
<u> </u>	OTHER FILINGS	REGISTRATION/ 789-502-672 QUALIFICATION UML 1684	
	Annual Report	QUALIFICATION 1196 - 689	
	Fictitious Name	Foreign	
	Name Reservation	Limited Partnership	
		Reinstatement	

1. INTERNATIONAL SOURCE INC.



January 9, 1996

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVENUE #16 MIAMI, FL 33174

SUBJECT: INTERNATIONAL SOURCE, INC. Ref. Number: W9600000684

We have received your document for INTERNATIONAL SOURCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please calls (904) 487-6973.

Claretha Golden Document Specialist Letter Number: 996A00001088

CERTIFICATE OF INCORPORATION

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OF:

U.S.A. BUYING OFFICE, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

ARTICLE 1, NAME OF CORPORATION : The name of the Corporation shall be :

U.S.A. BUYING OFFICE, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:
The general nature of the business and the object and purposes to be transacted and carried on are:

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise ispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK :

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500,000 shares at \$0.10 par value. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE LV. LILLETAL CARITAL +

The number of shares with which this Corporation shall commence business in not less than 50,000 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than FIVE THOUSAND DOLLARS (5,000)-----

ARTICLE V. TERM :

The Corporation shall continue perpetually, unloss sooner dissolved according to laws.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS :

The initial place of business of said Corporation in this State shall be: 3400 N.E. 192ND STREET #906 AVENTURA FL, 33180 but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VIL, DIRECTORS :

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows:

ARTICLE 18, SUBSCRIBERS :

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows:

NONE

ARTICLE X. OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

NONE

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

ARTICLE XII, INCORPORATORS :

The names and street addresses of the incorporators to these Articles of Incorporation are :

GUSTAVO BLACHMAN 3400 H.E. 192ND STREET SULTE #906 AVENTURA FLORIDA, 33180

The undersigned subscriber have executed these Articles of Incorporation this 28TH OF DECEMBER 1995.

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GUSTA INCOR	O BLACHMAN ORATOR	4 m (n) 4 m ; a m (n	
STATE	OF FLORIDA)	
COUNTY	OF DADE	}	

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 28th DAY OF DECEMBER, 1995.

NOTARY PUBLIC STATE OF DLORIDA AT LARGE COMM

OFFICIAL NOTARY SEAL
GEORGINA GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC216223
MYCOMMISSION FYF. HELY 20,1926

My Commission expires:

Personally Known OR Produced Identification X
Type of Identification Produced

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901 Section 607,164 Florida Statuten, the following in submitted, In compliance with said act:

FIRST: U.S.A. BUYING OFFICE, INC.

desiring to organize under the laws of State of Florida, with the principal office, as indicate in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida has named: GUSTAVO BLACHMAN mailing address: 3400 N.E. 192ND STREET #906 AVENTURA FL 33180, as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT :

Having been named to accept services 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 provisions of said act relative to keeping open said office.

GUSTAVO BRACHMAN RESIDENT AGENT