

P960000010679

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

9000001705229  
-02/02/96--01050-015  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. W. I. N. CORP

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

Walk in

Pick up time

2/2/00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

RECEIVED

96 FEB -2 PM 12:54

DIVISION OF CORPORATION

FILED  
96 FEB -2 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DMC/2/2/96

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

ARTICLES OF INCORPORATION  
OF

W. I. N. Corp.

FILED  
96 FEB -2 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is:

W. I. N. Corp.

**ARTICLE TWO**

The principal office of the corporation shall be located at:

7930 N.W. 36th Street, Suite # 23-145, Miami, Fl., 33166

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE THREE**

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE FOUR**

Each shareholder of this corporation shall have the first to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE FIVE

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
Jihad Khalaf	7930 N.W. 36th Street, Suite # 23-145, Miami, FL, 33166

## ARTICLE SIX

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Jihad Khalaf	7930 N.W. 36th Street, Suite # 23-145, Miami, FL, 33166

## ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
Jihad Khalaf	7930 N.W. 36th Street, Suite # 23-145, Miami, FL, 33166

## ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, Such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise

provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner by the law.

#### ARTICLE NINE

The number of shares the corporation is authorized to issue is 50, 000, 000 (Fifty Million) shares, which shall be common stock of no par value.

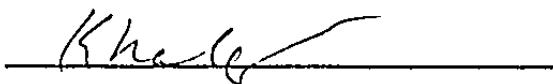
#### ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE ELEVEN

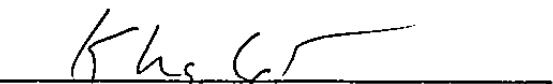
The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator set my hand and affixed my seal on this 30th day of January, 1996



Jihad Khalaaf

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.



Jihad Khalaaf

P96000010679

TELECOPIER

Requestor's Name  
4900 NW 36th St.  
Address  
5-28-145 Miami, FL 33166  
City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) (Document #) 400002040514--4

2. \_\_\_\_\_ (Corporation Name) (Document #) 12/30/96 1010--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

Walk in  Pick up time \_\_\_\_\_  
 Mail out  Will wait  Photocopy

Certified Copy  
 Certificate of Status

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 DEC 19 PH 1:28

FILED  
RECEIVED

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	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

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

W. I. N. CORP.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

The name of the corporation is  
to be changed. The new name of  
the corporation is TELECORP INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares,  
provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FL. RD  
95 DEC 19 PH 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** The date of each amendment's adoption: Dec 18, 1996.

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

*NO SHARES HAVE BEEN ISSUED YET*

Signed this 18<sup>th</sup> day of December, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SIHAD KHALAF

Typed or printed name

INCORPORATOR + PRESIDENT

Title