

P96000011009

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

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-02/05/96--01075--034
****122.50 ****122.50

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

1. WESTERCELLER INVESTMENTS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

RECEIVED
 96 FEB -5 AM 11:35
 DIVISION OF CORPORATION

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

Examiner's Initials CA

2/5/96

ARTICLES OF INCORPORATION
OF
WESTERCELLER INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -5 PM 2:04

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is WESTERCELLER INVESTMENTS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of Common Stock, having a par value of ONE DOLLAR (\$ 1.00-----) dollars per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

ARTICLE V
ADDRESS

The address of the principal office of this Corporation is: 9032 SW 152nd Street, Miami, Florida 33157

ARTICLE VI
DIRECTORS

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Herbert M. Hellhoff	9032 SW 152nd Street Miami, Florida 33157

ARTICLE VIII
INCORPORATOR(S)

The name and address of the Incorporator(s) signing these Articles of Incorporation are: Herbert M. Hellhoff

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is: 9032 SW 152nd Street, Miami, Florida 33157
and the name of the initial Registered Agent at that address is: Herbert M. Hellhoff

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 18 day of Jan,
1996.


HERBERT M. HELLHOFF

INCORPORATOR

STATE OF FLORIDA)

COUNTY OF DADE)

: SS

BEFORE ME, the undersigned authority, personally appeared,
HERBERT M. HELLHOFF, to me well known, produced
I.D., to be the person described in and who executed the foregoing
Articles of Incorporation and acknowledged to and before me that
he/she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of January
1996.

Sylvia Pulido SYLVIA PULIDO
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
SYLVIA PULIDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC162522
MY COMMISSION EXPI. MAY 10, 1999

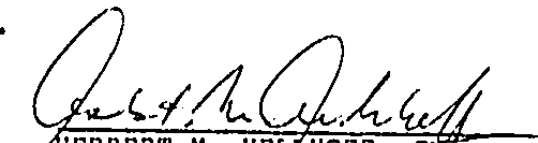
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


HERBERT M. HELLHOFF
DATE: 1/18/96