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LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
Clty/State/Zlp Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

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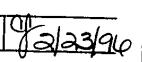
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Examiner's Initials



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ARTICLES OF INCORPORATION

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OF

A Total Marketing Concept, INCORPORATED

ARTICLE 1 - NAME

The name of the corporation is, A Total Marketing Concept, Incorporated.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE 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 share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 1430 S.W. 1 Street, Suite 229 Miami, Florida 33135. The name of the registered agent of this corporation at that address is Carlos Gonzalez-Nunez.

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ARTICLE XI - AMENDMENTS

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 THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of February, 1996.

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 17th day of February, 1996 by

Notary Public

State of Florida

My commission expires:

CFFICIAL NOTARY SEAL
BETTINA RO', RIGUEZ-ACUILERA
NUTARY JUBLIC STATE OF FLORIDA
COMMISSION NC CC293110
MY COMMISSION EXP. JUNE 8,1997

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

Name: Carlos Gonzalez-Nunez Address: 14678 S.W. 101 St. Miami, Florida 33186-2974

ARTICLE VIII - INCORPORATOR

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

Name: Carlos Gonzalez-Nunez Address: 14678 S.W. 101 St.,

Miami, Florida 33186-2974

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

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

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THE SATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act:

THAT, A Total Marketing Concept, INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation has named Carlos Gonzalez-Nunez, as its Agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

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