

0960000209601

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 07 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

800001725748
-03/07/96--01072--007
***122.50 ***122.50
Office Use Only

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

1. CONTEMAR MARINE MANAGEMENT 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

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

RECEIVED
05 MAR -7 AM 11:47
OFFICE OF CORPORATION

Examiner's Initials

J 3/7/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -7 PM 2:05

March 5th, 1996

Secretary of State
Tallahassee, Florida

Re: Incorporation of
CONTENAR MARINE MANAGE-
MENT, INC

Gentlemen:

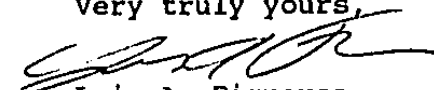
Enclosed please find original and copy of proposed Articles of Incorporation of the above captioned corporation.

Also we are sending our check in the sum of \$122.50 representing.

a) Filing Fee	\$35.00
b) Certified Copy	\$52.50
c) Resident Agent	\$35.00

I will appreciate your providing us with a certified copy of the Articles of Incorporation.

Very truly yours,


Luis A. Figueroa.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -7 PH 2:05

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation is

CONTEMAR MARINE MANAGEMENT, INC.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal ny By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT

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 at the price at which it is offered to others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the /majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN

APPROVAL OF SHAREHOLDERS REQUIRED
FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

A majority _____ of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority _____ of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority _____ Board of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION

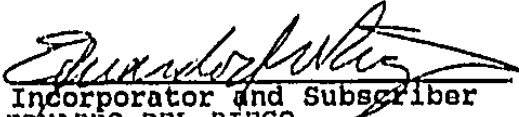
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE THIRTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this _____ day of February, 1996.

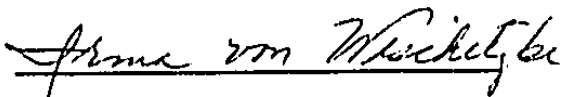

Incorporator and Subscriber
EDUARDO DEL RIEGO
8410 N.W. 53rd Terrace, S. 218
Miami, Fl. 33166

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this _____ day of February 1996 by EDUARDO DEL RIEGO who is personally known to me or who has produced _____ as identification and who did (did not) take an oath).



IRMA VON WISCHETZKI
COMMISSION # CC 348714
EXPIRES FEB 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -7 PM 2:05

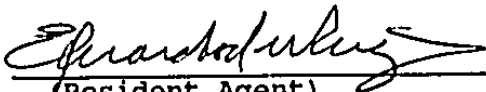
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

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

First -- That EDUARDO DEL RIEGO
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of MIAMI, County of Dade, State of Florida, has named EDUARDO DEL RIEGO located at _____ City of MIAMI, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (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 Act relative to keeping open said office.

By: 
(Resident Agent)
EDUARDO DEL RIEGO