

P96000029052

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

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DIVISION OF CORPORATIONS
APR 3 1996

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

1. AUTO IRIS PROTECTION INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

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ARTICLES OF INCORPORATION
OF
AUTO IRIS PROTECTION INC

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities to a Corporation, for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE
Name of the Corporation

The name of this Corporation shall be:
AUTO IRIS PROTECTION INC

ARTICLE TWO
Nature of Business

The general nature of the business to be transacted by this corporation is:
Any activity and business permitted under the laws of the State of Florida.

ARTICLE THREE
Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR
Initial Capital

The amount of capital with which this Corporation shall begin business shall be : Five Hundred Dollars (\$500.00)

ARTICLE FIVE
Term of Existence

This Corporation shall be perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the state of Florida that may be deemed expedient:

8452 SW 40 STREET
MIAMI, FLORIDA 33155

ARTICLE SEVEN
Directors

There shall be a Board of Directors for this Corporation which consist of TWO persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE . Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholder called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director

ARTICLE EIGHT
Initial Board of Directors

The names and addresses fo the first Board of Directors is as follows:

NAMES	ADDRESSES	OFFICE
ANA I MONTERO	732 SW 97 CT CIRCLE MIAMI, FL 33174	PRESIDENT
OSVALDO MONTERO	732 SW 97 CT CIRCLE MIAMI, FL 33174	V/PRESIDENT

ARTICLE NINE
Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

Names	Addresses	No. of Shares
ANA I MONTERO	732 SW 97 CT CIRCLE MIAMI, FL 33174	250
OSVALDO MONTERO	732 SW 97 CT CIRCLE MIAMI, FL 33174	250

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE TEN
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation: any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE ELEVEN
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 1 day of APRIL, 1996.

And J. Montero
PRESIDENT

[Signature]
VICE PRESIDENT

Sworn to and subscribed before me this _____ day of _____.

NOTARY PUBLIC

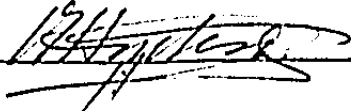
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 APR -3 PM 1:23

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
AUTO IRIS PROTECTION INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
OSVALDO MONTERO
8452 SW 40 STREET
MIAMI, FLORIDA 33155

SIGNATURE _____

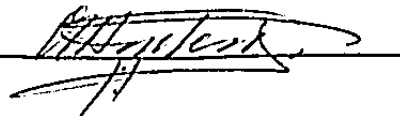


TITLE _____

DATE _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I 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 PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE _____

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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 116

Address

MIAMI, FL 33174 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

600001931706

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Office Use Only

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

1. AUTO IRIS PROTECTION INC.

(Corporation Name)

(Document #)

2. Amend

(Corporation Name)

(Document #)

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(Document #)

4. _____

(Corporation Name)

(Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 26 AM 9:33

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96 AUG 26 AM 10:40

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AUTO IRIS PROTECTION INC.

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TALLAHASSEE, FLORIDA

(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VII
NEW BOARD OF DIRECTORS

The Name and address of the New Board of director is as follows:

NAME
SANDRA CABALLERO

ADDRESS
1545 SW 5 ST # 1
MIAMI, FL. 33135

OFFICE
PRESIDENT

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:

THIRD: The date of each Amendment's adoption : 08-15-1996

FOURTH: Adoption of Amendment(s) (check one)

_____ The Amendment(s) was/were adopted by the incorporators or Board of Directors without shareholders action and shareholders action was not required.

☒ The Amendment(s) was/were approved by 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)

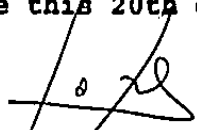
Signed this 20th day of August, 1996

AUTO IRIS PROTECTION INC.

(Corporation Name)

By 
SANDRA CABALLERO / PRESIDENT

Sworn to and subscribed before me this 20th day of August, 1996


NOTARY PUBLIC

