PANARUS COR	PORATE INDUSTRIES;		042
	AVENUE SUITE: 16 Address	<del></del>	
	IDA 33174 (305)552- Zip Phone //	3	lice Use Only
CORPORATION	SENTATIVE TALLAHASS NAME(S) & DOCUMEN	1111	•
	poration Name)		
2(Cor	poration Name)	(Document #)	
3(Corp	poration Name)	(Document #)	- 1
4. (Corp	oralion Name)	(Document #)	3
	Pick up time 2,00		70 0
NEWFICINGS AND Profit	AMENDMENTS:	The state of the s	Ø
NonProfit	Resignation of R.A., Office	per/Director	
Limited Liability	Change of Registered Age	<del></del>	
Domestication	Dissolution/Withdrawal		
Other	Merger		
CONTURNATION OF Annual Report	ODVANITIEVALO	789-L030-L	M = 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
Fictitious Name	Foreign	118 W-16 118	1
Name Reservation	Limited Partnership		
	Reinstatement		

Trademark Other

Examiner's Initials Quality



April 3, 1996

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVENUE #16 MIAMI, FL 33174

SUBJECT: ABE A. BAILEY, P.A. Rof. Number: W96000007187

We have received your document for ABE A. BAILEY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

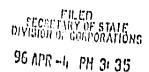
If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 396A00015297

#### ARTICLES OF INCORPORATION

ΦF



#### ABE A. BAILEY, P.A.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of the corporation is ABE A. BAILEY, P.A.

#### ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

#### ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business. The specific nature of business is in LEGAL SERVICES.

#### ARTICLE 1V CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is One Thousand (1000) shares of common stock of a per value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire Florida Bar No. 0480398 NATIONSBANK BUILDING 18350 N.W. 2nd Avenue, Fifth Floor Miami, Florida 33169 (305) 653-8860

#### ARTICLE V SHAREHOLDERS

This corporation shall not issue and no holder may sell or transfer his shares of capital stock to anyone other than an individual who is duly licensed to practice law.

#### ARTICLE VI DISQUALIFICATION TO RENDER PROFESSIONAL SERVICES

No officer, shareholder, agent or employee of this corporation shall be permitted to continue as such upon becoming legally disqualified to practice law; in the event any shareholder becomes or is in any way legally disqualified or restricted or limited in his ability to practice law such shareholder's shares shall immediately become subject to purchase by this Corporation.

#### ARTICLE VII

The name of the initial registered agent of this corporation is ABE A. BAILEY. The street address of the initial registered office of the corporation in the State of Florida is 18350 N.W. 2nd Avenue, Fifth Floor, Miami, Florida 33169 and the principal place of business of the corporation is 18350 N.W. 2nd Avenue, Fifth Floor, Miami, Florida 33169.

## ARTICLE VIII INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director are:

ABE A. BAILEY

8780 N.W. 8th Street Pembroke Pines, Florida 33024

# ARTICLE IX INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is ABE A. BATLEY, 18350 N.W. 2nd Avenue, Fifth Floor, Miami, Florida 33169.

#### ARTICLE X BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

## ARTICLE XI INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

## ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27th day of March, 1996.

ABE A. BATLEY Incorporator

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me this \_\_\_\_

My Commission Expires:



OFFICIAL SEAU Christine E. Bryce My Controlistion Expires Dec. 9, 1990 Comin. No. CC 245282

# CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DONICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that ABE A. BAILEY P.A. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 18350 N.W. 2nd Avenue, Fifth Floor, Miami, Florida 33169 and has named Abe A. Bailey located at 18350 N.W. 2nd Avenue, Fifth Floor, Miami, Florida 33169 as it agent to accept service of process within Florida.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at Place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 27 day of Mindle, 1996.

By:

ABE A. BAILEY
Registered Agent

PRE-1, PH 3: 35