

P96000041602

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

Office Use Only

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

- 1. SUPPREX USA TRADING CORP.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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

TALLAHASSEE, FLORIDA
MAY 15 PM 1:50

RECEIVED
MAY 15 AM 9:31
DIVISION OF CORPORATION

SN MAY 15 1996

Examiner's Initials

CERTIFICATE OF INCORPORATION
OF
SUPPREX USA TRADING CORP.

NOV 11 1950
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be **SUPPREX USA TRADING CORP.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and manufacture, buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 1000 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Thousand Dollars (\$1,000.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 1653 NW 79 Avenue Miami, Florida 33126 but the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The names and addresses of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follow:

Fabio Passeri
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131

Nilson Altair de Souza
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131

ARTICLE IX, STOCK:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscriber to the capital stock and the number of the shares subscribed for are as follows:

Fabio Passeri
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131
500 Shares at \$ 1.00 per
share = \$ 500.00

Nilson Altair de Souza
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131
500 Shares at \$ 1.00 per
share = \$ 500.00

ARTICLE X, OFFICERS:

The names and mailing addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Fabio Passeri
President/Treasurer
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131

Nilson Altair de Souza
Vice-President/Secretary
1915 Brickell Avenue
Apartment C-1411
Miami, Florida 33131

ARTICLE XI, AMENDMENT:

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

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

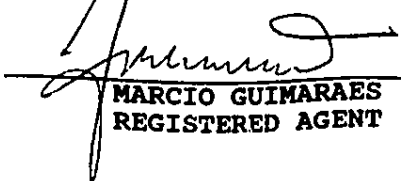
In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the following is submitted, in the compliance with said act:

FIRST: SUPPREX USA TRADING CORP.
desiring to organized under the Laws of the State of Florida, with the principal office, as indicated in the Articles of Incorporation, at the City of Miami County of Dade, State of Florida, has named Marcio Guimaraes located at 1653 NW 79 Avenue Miami, Florida 33126 process within this State.

FILED
MAY 15 PM 1:50
MARIANNE S. STALE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept services 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 provisions of said act relative to keeping open said office.


MARCIO GUIMARAES
REGISTERED AGENT

P96000041602

SUPPREX USA TRADING CORP.
10260 NW 52 TERRACE
MIAMI, FLORIDA 33178


State of Florida
Secretary of State
Tallahassee, Florida

December 10, 1996

To whom it may concern:

This letter is to inform you that our corporation SUPPREX USA TRADING CORP. With document number P96000041602 is changing the principal place of business. The old address was 1653 NW 79 Avenue Miami, Florida 33126; our new address is 10260 NW 52 TERRACE MIAMI, FLORIDA 33178. Please make all the necessaries changes.

Respectfully Yours,


Fabio Passeri, President

Debby
12-11-96