

P96000048813

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. ALDASO INC. (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

Walk in       Pick up time 2:00

Mail out       Will wait       Photocopy

Certified Copy       Certificate of State

FILED  
 96 JUN -7 PM 1:05  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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  
 96 JUN -7 AM 11:14  
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
ALDAJO INC.

**FILED**  
96 JUN -7 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be: ALDAJO INC.

ARTICLE II

This corporation shall have perpetual existence, unless--  
sooner dissolved in accordance with the laws of the State of  
Florida.-

ARTICLE III

This corporation is organized for the purpose of transacting--  
any and all business permitted under the laws of the United -  
States and the State of Florida.-

ARTICLE IV

This Corporation is authorized to issue ONE HUNDRED SHARES --  
(100) shares of FIVE DOLLAR (\$5.00) - - - - - par -  
value of common stock, which shall be designated "Common-  
Stock".-

ARTICLE V

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 share) at the price at which is offered to others.-

ARTICLE VI

The street address of the initial principal office of this - Corporation is: 1350 NE 137 ST - MIAMI - FLORIDA, 33161 -- and the name of the initial Registered Agent of this Corpora-tion, is: DANIEL CABALLERO 1350 NE 137 ST. - MIAMI, FLORIDA 33161.-

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE director(s) initially.- The number of directors may be either increased or diminished -- from time to time by the bylaws but shall never be less than- ONE.-

The name(s) and address(es) of the initial director(s) of the Corporation is(are):

DANIEL CABALLERO	President	SHARES
1350 NE 137 ST.	V. President	100
MIAMI, FL. 33161	Secretary	
	Treasurer	

ARTICLE VIII

1.- The initial bylaws of this Corporation shall be adopted -  
by the Board of Directors.- The bylaws may be amended from --  
time to time by either the stockholders or the directors.- --  
The stockholders may amend, alter or repeal any bylaw adopted  
by the directors.- The directors may not alter, amend or re--  
peal any bylaws adopted by the stockholders, nor may the - -  
directors adopt bylaws which would be in conflict with the --  
bylaws adopted by the stockholders.-

2.- Any incorporator or stockholder present at any meeting, -  
either in person or by proxy, and any director present in --  
person at any meeting of the Board of Directors, shall be --  
deemed to have received proper notice of such meetings unless  
he shall make objection at such meeting to any defect on in--  
sufficiency of notice.-

3.- Each director and officer of the corporation, whether or-  
not then in office, shall be indemnified by the Corporation--  
against all costs and expenses reasonable incurred by or --  
imposed upon him in connection with or arising out of any --  
claim, demand, action, suit or proceeding in which he may be-  
involved or to which he may be a party by reason of his being  
or having been a director or officer of the Corporation, said  
costs and expenses to include attorney's fees and the costs-  
of reasonable settlement made with a view to curtailment of -  
costs of litigation, except in relation to matters as to -

which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. - Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

4. - A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a or any corporation of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified, or approved by either: -

(a) a vote of a majority of the outstanding shares of the stock in the Corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. - A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. - Additionally no director or officer shall be liable to account to the Corporation for any profits realized by, from, of through any such transaction or contract authorized, ratified or approved

as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such -- transaction or contract.- Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.-

ARTICLE IX

The name(s) and address(es) of the person(s) signing these -- articles is(are): DANIEL CABALLERO  
1350 NE 137 ST.  
MIAMI, FL. 33161

IN WITNESS WHEREOF:

The undersigned subscriber(s) has(have) executed there articles of incorporation this 1 day of JUNE, 1996.-

  
DANIEL CABALLERO

**FILED**  
96 JUN -7 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT - UPON WHOM SERVICE OF PROCESS MAY BE MADE.-

In compliance with section 607.034 of the Florida Statutes the following is submitted:


Desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of MIAMI County of DADE, Florida, whose Corporate name is: ALDAJO INC.

has named as its Agent to accept service of process within the State of Florida: DANIEL CABALLERO

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-mentioned Corporation, at place designated in this Certificate, I here by agree to act in this capacity, and further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties.-

Dated this 1 day of JUNE 1996.-

  
RESIDENT AND REGISTER AGENT  
DANIEL CABALLERO  
1350 NE 137 ST  
MIAMI, FL. 33161