

P.960000 48870

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

RECEIVED
JUN 7 1996
TALLAHASSEE, FLORIDA

Office Use Only

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

1. BIOCOSMETIC, INC.
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(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 |

FILED
JUN - 7 PM 1:53
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
BIOCOSMETIC, INC.

FILED
96 JUN -7 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of this corporation shall be Biocosmetic, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

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

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of -500- shares of Common Stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the principal office is Maria M. Miranda, 2380 S.W. 80th. Court, Miami Florida 33155.

ARTICLE VI
DIRECTORS

1. The corporation shall have at least three directors, but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than three.

2. The corporation shall initially have three director(s).
The name and address of the initial director(s) are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Juan C. Hernandez | America 630, San Isidro, Buenos Aires Argentina |
| Laura P. Pereyra | America 630, San Isidro, Buenos Aires Argentina |
| Maria M. Miranda | 2380 S.W. 80th. Court Miami, FL 33155 |

ARTICLE VII
INITIAL OFFICERS

The names of the initial officers of the corporation, who shall hold office until the first meeting of directors or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Juan C. Hernandez - President/Secretary
Laura P. Pereyra - Vice President
Maria M. Miranda - Treasurer

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Maria M. Miranda
2380 S.W. 80th. Court
Miami, FL 33155

ARTICLE IX

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

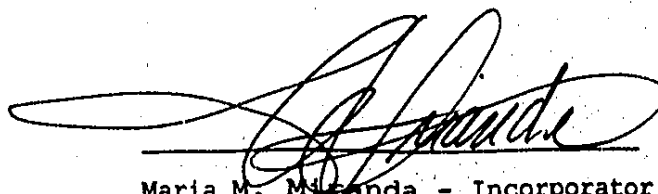
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. This corporation shall indemnify any officer, counsel or Director, and any former officer, counsel or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid, this 6 day of June, 1996.


Maria M. Miranda - Incorporator

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

In pursuance of Chapter 607, Florida Statutes, the following is
submitted in compliance with said Chapter:

Biocostemic, Inc. desiring to organize under the laws of the
State of Florida has designated Maria M. Miranda with offices at
2380 S.W. 80th. Court, Miami, FL 33155 as its registered agent
to accept service of process within this state, as indicated in the
foregoing Articles of Incorporation.

ACKNOWLEDGEMENT:

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 I agree to comply with
the provisions of Chapter 607 of the Florida Statutes keeping
open said office.

Date: *June 6, 96*

By 

Maria M. Miranda - Registered Agent

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96 JUN -7 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA