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LAZARUS CORI	PORATE INDUSTRIES cquestor's Name	, INC.		
890 S.W. 87	AVENUE SULTE: 1 Address	6		
	IDA 33174 (305)55 Zip Phone# SENTATIVE TALLAHA		Office Use Only	
CORPORATION	NAME(S) & DOCUM	ient number(s), (if known):	
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NEW FITTINGS IN	AMENDMENT	TEN MANAGEMENT	AHASS	
Profit	Amendment		•	
NonProfit	Resignation of R.A.,	, Officer/ Director	PH 1:42 OF STATE EE.FLORIDA	
Limited Liability	Change of Registere	ed Agent	RIO	
Domestication	Dissolution/Withdra	wai	>	
Other	Merger			
OTHERGILINGS	REGISTRAY LOVALIFIEA	TION	RECEIVED.	
Annual Report	Foreign			
Fictitious Name	Limited Partnership		RECEPTED :	
Name Reservation	Reinstatement	-		
	Trademark			
	Other			
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CR2E031(1/95)

Examiner's Initials

ARTICLES OF INCORPORATION

96 JUN 13 PH 1:42
TALLAMASSEE FLORIDA

PEMAR INTERNATIONAL CORP.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is :

PEMAR INTERNATIONAL CORP.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transated and carried on, are to do any and all of the things herein mentioned, fully and to the same extend as a natural person might or could do, viz:

- a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corps., and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any usefull business in connection therewith.
- b) to engage in and carry on any business or businesses every act or deed pertaining ther to , either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country .

c) to do any and all things nocessary, suitable, useful, proper or admissable for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the state or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts theref, if not inconsistent with the laws under which this corporation is organized.

d) that the main business of the corporation is as follows:

IMPORT & EXPORT

ARTICLE III CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 1,000 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawfull money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE THOUSAND DOLLARS (1,000.00)

ARTICLE V -----CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law .

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation Shall be:

7401 S.W. 149 COURT, MIAMI, FL. 33193

with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 3 directors initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRES., SECRETARY, VICE-P. who subject to the provisions of

the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their sucessors are elected and have qualified, are as follows:

NAME	OFFICER	ADDRESS
CLAUDIO PEREZ	PRESIDENT	7401 S.W. 149 COURT. MIAMI, FL. 33193
LUIS MARTINEZ	SECRETARY	4955 S.W. 110 AVE. MIAMI, FL. 33165
SALVADOR MARTINEZ	VICE-P.	9601 LISA ROAD MIAMI, FL. 33157

ARTICLE VIII INCORPORATORS

The names and addresses of the persons signing these articles are :

CLAUDIO PEREZ

7401 S.W. 149 COURT.

MIAMI, FL. 33193

LUIS MARTINEZ

4955 S.W. 110 AVE. MIAMI, FL. 33165

SALVADOR MARTINEZ

9601 LISA ROAD MIAMI, FL. 33157

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X

NAME AND ADDRESS OF SUSCRIBERS AND NUMBER OF SHARES

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

CLAUDIO PEREZ	7401 S.W. 149 COURT. MIAMI, FL. 33193	450	SHARES
LUIS MARTINEZ	4955 S.W. 110 AVE. MIAMI, FL. 33165	450	SHARES
SALVADOR MARTINEZ	9601 LISA ROAD MIAMI, FL. 33157	100	SHARES

ARTICLE XI AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of incorporation in the manner new or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation .

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as Registered offices:

7401 S.W. 149 COURT. MIAMI, FL. 33193

This corporation designates as Registered agent : CLAUDIO PEREZ

IN WITNESS WHEREOF, we, the undresigned, being all the original subcribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file ther Articles, hereby declaring and certifying that the facts herein stated are true, and to repectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 8TH day of JUNE, 1996.

CLAUDIO PEREZ (SEAL)

LUIS MARTINEZ). (SEAL)

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared: CLAUDIO PEREZ, LUIS MARTINEZ, SALVADOR MARTINEZ

to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the used and purposes therein expressed and set forth .

WITNESS my hand and official seal a Miami, Dade County, Florida, this 8TH day of JUNE 1996.

NOTARY PUBLIC, STATE OF FLORIDA

C COMM

COMMISSION NUMBER
CC321072
MY COMMISSION EXP.
NOV. 21,1997

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 48,091, Florida Statues, the following is submitted, in compliance with said Act : FIRST---- That PEMAR INTERNATIONAL CORP. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of MIAMI County of DADE State of FLORIDA has named CLAUDIO PEREZ -------------located at 7401 S.W. 149 COURT. MIAMI, FL. 33193 (Street address and number of building, Post office not accepted) MIAMI County of DADE State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDMENT : (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place desinated 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.

Rν

RESIDENT AGENT