

9960000 53973

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

100001574331
-06/25/96--01071--005
***122.50 ***122.50

Office Use Only

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

1. DREAM SHOP CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

FILED
 96 JUN 25 PM 1:34
 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

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 DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

ARTICLE I = NAME

The name of the corporation shall be DREAM SHOP CORP.

ARTICLE II = PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1026 SW 21 ST, Miami, FL., 33145.

ARTICLE III = PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV = STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares \$1.00 each par value common stocks.

ARTICLE V = RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

- RENATA COEN MENENDEZ _____ President _____ 500 _____ shares
- LUIS A. MENENDEZ _____ Vice-President _____ 400 _____ shares
- ALFREDO MENENDEZ _____ Secretary _____ 100 _____ shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to

this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The name and street address of the initial directors of this corporation are:

RENATA COEN MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

LUIS ALSERTO MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

ALFREDO MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to offered to others.

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the

subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The names and street addresses of the incorporators to these

Articles of Incorporation are:

RENATA COEN MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

LUIS A. MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

ALFREDO MENENDEZ _____ 1826 SW 21 Street,
Miami, Fl., 33145.

The undersigned subscriber has executed these Articles of
Incorporation this June 19, 1996.

Signature *Renata Coen Menendez* President

Signature *Luis Menendez* Vice-Pres.

Signature *Alfredo Menendez* Secretary

ARTICLE XV = INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation
is RENATA COEN MENENDEZ.

The street address of the initial registered agent of this
corporation is: 1826 SW 21 Street, MIAMI, FL., 33145.

Having been named to accept service of process for the above
stated corporation, at the place designated in these Articles
of Incorporation, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance
of my duties, and I accept the duties and obligations of
section 607.325 of Florida statutes.


Agent Sign *Renata Coen Menendez*

Date: June 19, 1996.

D I A I E R E E L A R I D A
C O U N T Y O F D A D E

BEFORE ME, an officer duly authorized in the State of aforesaid and in the County aforesaid, to take acknowledgements, personally appeared REMATA COGN MENENDEZ, LUIS A. MENENDEZ and ALFREDO MENENDEZ to me known to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this June 19, 1996.

[Signature]
NOTARY PUBL
State of Florida


My commission expires:

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96 JUN 25 PM 1:34
TALLAHASSEE, FLORIDA
STATE