

P 96000055243

LAZARUS CORPORATE INDUSTRIES, INC.
Requester's Name

890 S.W. 87 AVENUE SUITE 10

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

1000001074501
-06/25/96--01010--013
*****78.75 *****78.75

Office Use Only

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

(U.S.)

1. G. & A. INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

SEARCHED
INDEXED
SERIALIZED
FILED
JUN 28 1996
FLORIDA
TALLAHASSEE, FLORIDA

Walk in Pick up time 5.00
 Mail out Will wait Photocopy

Certified Copy
 Certificate of Status

NEW FILING	
<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"/>	Merge

OTHER FILING	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

QUALIFICATIONS	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-13449



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 25, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 18
MIAMI, FL 33174

SUBJECT: G. & A., INC.
Ref. Number: W96000013449

We have received your document for G. & A., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 796A00031413

65 JUL 27 PH 2 14:10
RECEIVED
FLORIDA
DEPARTMENT OF STATE
Division of Corporations



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 27, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: G. & A. OF MIAMI, INC.
Ref. Number: W96000013449

We have received your document for G. & A. OF MIAMI, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

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**Sandy Ng
Document Specialist**

Letter Number: 796A00031413

FILED

ARTICLES OF INCORPORATION 96 JUN 28 PM 3:46
O P
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
G. & A. U.S.A., INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

NAME

The name of this Corporation shall be:

G. & A. U.S.A., INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, -

turn to account or realize upon as owner, agent, broker, or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, association and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be one hundred shares, --- NO --- par value, common stock. This stock shall have full voting rights, pre-emptive privileges,

firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or

non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV.

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than ONE THOUSAND DOLLARS. (\$1,000.00).-----

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 3787 Alcantara Avenue
Miami, Fl. 33178-2360

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than One nor more than Four

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The Registered agent of this Corporation shall be ANDREA ASTACIO and the Registered office shall be at: 3787 Alcantara Avenue
Miami, Fl. 33178-2360

ARTICLE IX

DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be

NAME _____

ADDRESS

GRACIELA M. SANCHEZ
President-V. Secretary

3787 Alcantara Avenue
Miami, Fl. 33178-2360

PEDRO C. LIRANZO

8100 Geneva Court- Apt. #237

ANDREA ASTACIO

3383 Alcantara Avenue

ARTICLE X.

SUBSCRIBERS

NAME

ADDRESS

GRACIELA M. SANCHEZ

3787 Alcantara Avenue

50%

Miami FL 33178-2360

ANDREA ASTACIO

3787 Alcantara Avenue

50%

Miami 51-33178-2360

ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall

have the power to make or amend the By-Laws to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XII

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

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

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the 22nd day of JUNE 1996

Graciela
(SEAL)
GRACIELA M. SANCHEZ
Subscriber & President

Andrea Astacio
(SEAL)
ANDREA ASTACIO
Subscriber & Secretary

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

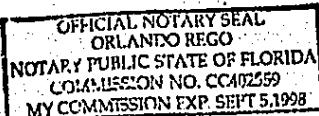
BEFORE ME, the undersigned authority, personally
appeared GRACIELA M. SANCHEZ and ANDREA ASTACIO, Subscribers
and President & Secretary, respectfully of G. & A., INC. a
Florida Corporation.-----

who are known to me to be the persons described in and who execu-
ted the foregoing Articles of Incorporation, and who, after being
by me first duly sworn, on oath, depose and say and do acknowled-
ge before me, that the said Articles to be the act and deed of
the signers respectively and respectfully, and the facts and
matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade
County, Florida, this 22nd. day of June 1996

Ch. J. Rego
Notary Public, State of Florida, at Large

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: G.A. & A., U.S.A., INC.

2. The name and address of the registered agent and office is:

ANDREA ASTACIO

(P.O. BOX NOT ACCEPTABLE)

3787 Alcantara Avenue, Miami, FL 33178-2360

(CITY/STATE/ZIP)

198 JUN 28 1996 PH 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SIGNATURE

Graciela

(corporate officer) Graciela M. Sanchez

TITLE President

DATE June 22nd, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, FLORIDA STATUTES.

SIGNATURE

Andrea Astacio

ANDREA ASTACIO

DATE June 22nd, 1996

