

P960000 55747

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

400001880294

-07/01/96--01031--009

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. KIP HEATON, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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<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
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<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

of

KIP HEATON, INC.

I, the undersigned, hereby set forth these articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights privileges, and immunities of corporation for profit.

Article One

The name of the corporation shall be:

KIP HEATON, INC.

Article Two

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

Article Three

The maximum number of shares of stock with \$1 par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares.

Article Four

The amount of capital with which this corporation will begin business will be not less than Five Hundred (\$500) dollars.

Article Five

This corporation is to have perpetual existence.

Article Six

The principle office of this corporation shall be at 10525 S.W. 130th Court, Miami, Florida, 33186 and the initial Resident Agent at such address is Clifford A. Heaton.

Article Seven

The number of Directors shall be not less than one.

#### Article Eight

The name and post office address of the first Director, who, subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Clifford A. Heaton	10525 S.W. 130th Court Miami, Florida 33186

#### Article Nine

The name and post office address of the Subscriber to the stock and the number of shares that he/she agrees to take, is as follows, to-wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Clifford A. Heaton	10525 S.W. 130 Ct. Miami, FL 33186	President/ Treasurer	250
Ilma Jo Heaton	10525 S.W. 130 Ct. Miami, FL 33186	Vice-President/ Secretary	250

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

#### Article Ten

The corporation shall have the further right and power to:

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of Stockholders; and no Stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Board of Directors.

The corporation may in it's by-laws confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in this manner now or hereafter prescribed by statute, and all right conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this 28th day of June, 19 96.

Clifford A. Heaton  
Clifford A. Heaton, President

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

IN COMPLIANCE WITH SECTION 48.091,  
FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - THAT KIP HEATON, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH  
IT'S PRINCIPAL PLACE OF BUSINESS AT:

CITY OF MIAMI

STATE OF FLORIDA

HAS NAMED CLIFFORD A. HEATON  
(REGISTERED AGENT)

LOCATED AT 10525 S.W. 130TH COURT  
MIAMI, FLORIDA 33186  
(STREET ADDRESS)

CITY OF MIAMI  
STATE OF FLORIDA, AS IT'S AGENT ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE? Clifford A. Heaton

TITLE: PRESIDENT

DATE: JUNE 28, 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.

SIGNATURE: Clifford A. Heaton  
(REGISTERED AGENT)

DATE: JUNE 28, 1996

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