

P96000056701

LAZARUS CORPORATE INDUSTRIES, INC.
 Requestor's Name

890 S.W. 07 AVENUE SUITE: 16
 Address

MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

100001985014
 07/05/96--01073--010
 ****122.50 ****122.50

Office Use Only

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

1. MAX AMERICAN L.T.D., CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 96 JUL - 5 AM 11:38
 TALLAHASSEE
 FLORIDA
 DEPARTMENT OF STATE

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

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

RECEIVED
 96 JUL - 5 PM 10:55
 DIVISION OF CORPORATION

FILED

96 JUL -5 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

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 provision of the state of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be
MAX AMERICAN L.T.D., CORP.

ARTICLE II

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

ARTICLE III

The maximum shares of stock, with \$ 1.00 par value, that this corporation is authorized to have outstanding at any time is
ONE HUNDRED (100) shares.

ARTICLE IV

The amount of capital which this corporation will begin business not less than ONE HUNDRED 00/100 dollars.

ARTICLE V

This corporation is to have perpetuated existence.

ARTICLE VI

The principal office and Registered address of this Corporation shall be

4165 NW. 132 STREET
BAY G
OPALOCKA, FL. 33154

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

PRESIDENT		
TREASURY	FRANCISCO CRUZ G. 4165 NW. 132 STREET BAY G OPALOCKA, FL. 33154	50 %
VICE - PRESIDENT		
SECRETARY	JOHN S. BLUM 4165 NW. 132 STREET BAY G OPALOCKA, FL. 33154	50 %

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

FRANCISCO CRUZ G. 4165 NW. 132 STREET BAY G OPALOCKA, FL. 33154	JOHN S. BLUM 4165 NW. 132 STREET BAY G OPALOCKA, FL. 33154
--------------------------------------------------------------------------	---------------------------------------------------------------------

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated in or are interested in, or is a Director or Officer of, or are Directors or Officers of, such other Corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers 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 the power, if the By-laws so provide, to hold their respective meeting 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 Statute 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 provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

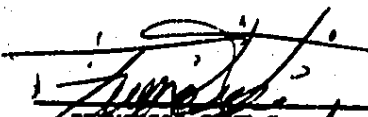
ARTICLE X

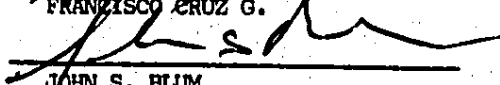
The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any Corporation, all or any part of the business, goodwill, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

to enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above 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 and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Hialeah, Dade county, Florida, this 2 days of JULY, 1996.



FRANCISCO CRUZ G.



JOHN S. BLUM

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared FRANCISCO CRUZ G. & JOHN S. BLUM

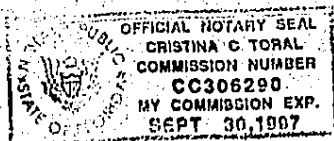
who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purpose therein set forth.

WITNESS my hand and official seal at Hialeah, Dade county, Florida, this 2 days of JULY, 1996.



Notary Public, State of Florida
at large.

My Commission Expires:



CERTIFICATE DESIGNATING CHANGE OF
PLACE OF BUSINESS OF DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That MAX AMERICAN L.T.D., CORP.
is qualified to do business under the laws of the state
Florida, with its principal office at:

4165 NW. 132 STREET
BAY G
OPALOCKA, FL. 33154

and has appointed

JOHN S. BLUM

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the 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.


JOHN S. BLUM

RECEIVED
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

96 JUL -5 AM 11:35

FILED

P96000056701



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

John S. Blum
3701 North Country Club Drive, Suite 404
Aventura, FL 33160

SUBJECT: MAX AMERICAN L.T.D., CORP.
Ref. Number: P96000056701

100001965481
10/04/96--01081--010
****12.50 ****087.50

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Enclosed are forms to resign as officer/director/registered agent of the subject corporation. The fee to resign as officer/director is \$35 and to resign as registered agent of an active corporation \$87.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-8901.

Susan Payne
Senior Corporate Section Administrator

Letter Number 998A00042942

FILED
SECRETARY OF CORPORATIONS
96 SEP 27 AM 5:58

RECEIVED
DIVISION OF CORPORATIONS
96 SEP 27 AM 8:31

AMOUNT 87.50
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 87.50

RA Resig
SP 9/13/96

\$122.50

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statute, the undersigned, JOHN S. BLUM
(Name of registered agent)

hereby resigns as Registered Agent for MAX AMERICAN LTD. CORP.
(Name of corporation)

REF#: 096000056701

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

[Handwritten Signature]
(Signature of resigning agent)

If signing on behalf of an entity:

JOHN S. BLUM
(Typed or Printed Name)

REGISTERED AGENT
(Capacity)

FILED
OFFICE OF CORPORATIONS
SEP 27 11 AM '09

Fee for filing this document:
\$97.50 - Active corporation
\$35.00 - Administratively dissolved corporation

P96000056701



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortha
Secretary of State

September 17, 1998

John S. Blum
3701 North Country Club Drive, Suite 404
Aventura, FL 33180

SUBJECT: MAX AMERICAN L.T.D., CORP.
Ref. Number: P96000056701

200001965482
-10/04/98--01081--010
***122.50 **35.00

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Enclosed are forms to resign as officer/director/registered agent of the subject corporation. The fee to resign as officer/director is \$35 and to resign as registered agent of an active corporation \$87.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Corporate Section Administrator

Letter Number: 988A00042942

OLD Resignation
SP 9/30/98

FILED
REG. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

FILED
SECTION OF CORPORATIONS
96 SEP 27 11 AM '98

Florida Department of State, Sandra B. Morham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, JOHN S. BLUM, hereby resign as OFFICER/DIRECTOR
of MAX AMERICAN LTD CORP. STOCKHOLDER
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

[Signature]
(Signature of resigning officer/director)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 27 1996
TALLAHASSEE, FLORIDA

FILED FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 637, TALLAHASSEE, FL 32314