

P.960000 65799

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

Office Use Only

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

Good & Old Eagle Nest ~~Inc~~ Corp.

1. BOA INVESTMENT TWO, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

7/25/96 11:34 AM
TALLAHASSEE, FLORIDA
***122.50 ***122.50

Walk in

Pick up time 2:05

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

W96-15623

502

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

95 JUL 25 AM 11:18
TALLAHASSEE, FLORIDA
MICHIGAN STATE UNIVERSITY

Examiner's Initials

Dmc 7/25/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1996

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

SUBJECT: B&A INVESTMENT TWO, CORP.
Ref. Number: W96000015623

We have received your document for B&A INVESTMENT TWO, CORP. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00035880

RECEIVED
CORPORATIONS DIVISION
JUL 27 1996
396A00035880

**ARTICLES OF INCORPORATION
OF
GOOD & OLD EAGLE NEST TWO, CORP.**

FILED
26 AUG -7 11:11:34
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **GOOD & OLD EAGLE NEST TWO, CORP.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- (1) Transacts any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;
GOOD & OLD EAGLE TWO, CORP.

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of FIVE THOUSAND (5000) shares, having an individual par value of ONE THOUSAND . -

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be

5101 NW 79 AVENUE
MIAMI, FLORIDA 33166
ARTURO BONVECCHIO C.

ARTICLE VI

The initial Board of Directors shall consist of a total of four (4) persons, and the name and address of the persons who is to serve as an initial director is:

ALAIN BONVECCHIO C.
PRESIDENT
8461 SW 78 STREET
MIAMI, FLORIDA 33143

ALAIN M . BONVECCHIO
TREASURER
7835 SW 85 COURT
MIAMI, FLORIDA 33143

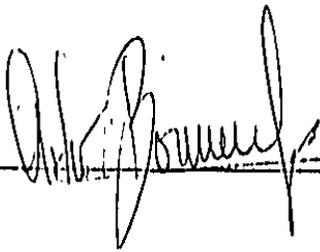
OMAR G. AGUILERA
VICEPRESIDENT
4400 SW 15 STREET
MIAMI, FLORIDA 33134

MARIA AGUILERA
SECRETARY
3135 SW 79 COURT
MIAMI, FLORIDA 33155

The name and address of the incorporator executing these articles of Incorporation is:

ARTURO BONVECCHIO C.
13340 SW 1ST. STREET
MIAMI, FLORIDA 33184

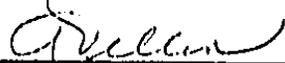
IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 6th day of August, 1996.



STATE OF FLORIDA]
] SS.
COUNTY OF DADE]

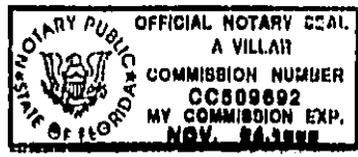
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ARTURO C. BONVECCHIO known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 6th. day of August, 1996



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

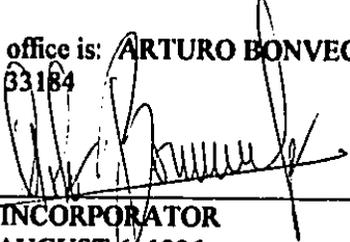
My Commission Expires



**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: **GOOD & OLD EAGLE NEST TWO, CORP.**
2. The name and address of the registered agent and office is: **ARTURO BONVECCHIO
C. 13340 SW 1ST. STREET , MIAMI, FLORIDA 33184**

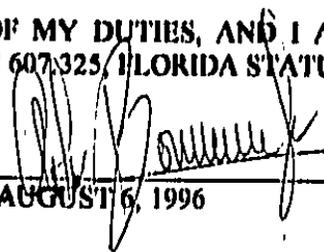
SIGNATURE 
TITLE: **INCORPORATOR**
DATE: **AUGUST 6, 1996**

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

DATE:


AUGUST 6, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG - 7 AM 11:34

FILED