

D96000072378

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 N.W. 87 AVENUE SUITE 116
Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

100001934561
-00/20796--01050--016
****122.50 ****122.50

Office Use Only

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

- DEADWELL MOTOR SALES, INC.
1. M.D'S AUTO SALES, INC.
(Corporation Name) (Document #)
 2. _____
(Corporation Name) (Document #)
 3. _____
(Corporation Name) (Document #)
 4. _____
(Corporation Name) (Document #)

FILED
 95 AUG 30 AM 11:05
 TALLAHASSEE, FLORIDA
 DIVISION OF STATE

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

RECEIVED
 96 AUG 28 AM 11:06
 DIVISION OF CORPORATION

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

PAI 8/20/96
Wife

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

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

SUBJECT: MD'S AUTO SALES, INC.-----
Ref. Number: W96000018118

DE ANGIOLO'S AUTO SALES, INC.

We have received your document for MD'S-AUTO-SALES,-INC. and your check(s) totaling \$122.50. 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00040761

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56 AUG 30 AM 9:37
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION 96 AUG 30 AM 11:05

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DeAngelo AUTO SALES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is DeAngelo AUTO SALES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity any business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$10.00

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$1,000.00

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existance.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 10495 NW 27th Ave., Miami, FL. 33147

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That, DeAngelo AUTO SALES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Miami County of Dade, has named: MANUEL DEANGELO as its agent to accept service of process within this State at 10495 NW 27th Ave. Miami, FL. 33147

ACKNOWLEDGEMENT

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


REGISTERED AGENT

ARTICLE VIII - DIRECTORS

The corporation shall have (2) director(s) initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

MANUEL DeANGELO / PRESIDENT-TREASURER / 10495 NW 27TH AVE., MIAMI, FL 33147
MARTHA GARCIA-LATOUR / VICE-PRESIDENT & SECRETARY / 10495 NW 27th Ave.
Miami, FL. 33147

ARTICLE X - INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

MANUEL DeANGELO / 10495 NW 27th Ave., Miami, FL. 33147
MARTHA GARCIA-LATOUR / 10495 NW 27th Ave., Miami, FL. 33147

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII - AMENDMENT

This corporation reserves this right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter proscribed by laws and all rights conferred on stockholders are granted subject to this reservation.

ARTICLE FOURTEEN

The provisions of this Charter, and each and every Articles and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Each person associated and/or corporation dealing with this corporation is charge with notice and knowledge of this corporation.

IN WITNESS THEREOF, the undersigned subscribers do make subscriber acknowledge, for the purpose of forming this Corporation under the Laws of the State of Florida and we hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

DATE 8/27/96

Manuel DeAngelo
MANUEL DEANGELO
Martha Garcia Latour
MARTHA GARCIA LATOUR

STATE OF FLORIDA)
COUNTY OF DADE) SS.

FILED
96 AUG 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me the undersigned authority, personally appeared, before me MANUEL DeANGELO & MARTHA GARCIA LATOUR, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledge that executed the same for the purposes therein expressed.

WITNESS my hand and official seal this day of: 8/27/96

Sworn to and subscribed before me this
27 day of August 19, 96
by Manuel DeAngelo + Martha Garcia-Latour
[Signature]
Signature of Notary Public
Vivian Hernandez
Notary's Name, Printed, Stamped or Typed
Personally Known: or Produced ID:
Type of ID produced: _____

OFFICIAL NOTARY SEAL
VIVIAN HERNANDEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC518971
MY COMMISSION EXP. DEC. 30, 1999

P96000072378

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

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 -03/05/97-01097-022
 *****95.00 *****95.00

Office Use Only

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

1. DEANGELO AUTO SALES, INC.
 (Corporation Name) (Document #)
2. _____
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3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 97 MAR -5 PM 3:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
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 Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 MAR -5 AM 11:29
 DIVISION OF CORPORATION

*Amendment
3/5/97*

Examiner's Initials DC

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

DEANGELO AUTO SALES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VII / THE NEW REGISTERED AGENT WILL BE:
(NAME AND ADDRESS)

MARTHA GARCIA-LATOUR / 10495 NW 27th Ave., Miami, FL. 33147

ARTICLE IX / THE NEW BOARD OF DIRECTORS WILL BE:
(NAME AND ADDRESS)

MARTHA GARCIA-LATOUR / PRESIDENT, DIRECTOR
10495 NW 27 Ave., Miami, FL. 33147

FILED
97 MAR -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1/6/1997

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27 day of FEBRUARY, 19, 97

By *Martha Garcia-Latour*
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
OR
(A director or incorporator if adopted by the directors or incorporators)

MARTHA GARCIA-LATOURE
(Typed or printed name)

PRESIDENT-DIRECTOR
(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

SIGNATURE *Martha Garcia-Latour*
MARTHA GARCIA-LATOURE
DATE 2/27/97

Vivian Hernandez
NOTARY PUBLIC
STATE OF FLORIDA

OFFICIAL NOTARY SEAL
VIVIAN HERNANDEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CCS16971
MY COMMISSION EXP. DEC. 31, 1999