

P960000 76804

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

090 S.W. 07 AVENUE SUITE 116
Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

50000144 76804
09/16/95--101031--002
*****70,75 *****70,75

Office Use Only

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

1. SEVEN WATER ASSOCIATES INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

TALLAHASSEE, FLORIDA
SEP 16 PM 12:26
RECEIVED

- 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

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95 SEP 16 AM 11:24
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

SEVEN WATER ASSOCIATES, INC.

SEP 16 PM 12:25
MALLATASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida

Statutes.

ARTICLE I - NAME

The name of the Corporation is SEVEN WATER ASSOCIATES, INC. (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13828 SOUTHWEST 157TH STREET
MIAMI, FLORIDA 33177

ARTICLE III - PURPOSE OF CORPORATION

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

ARTICLE IV - CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock.

4.2 No holder of shares of stock of any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend;

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE VI - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Corporation is as follows:

Adolfo E. Iglesias.
12010 Southwest 97th Street
Miami, Florida 33186-2606

ARTICLE IX - INCORPORATOR(S)

The name and street address of the incorporator of this Corporation is:

JULIO C. BENAVENTE
13828 SOUTHWEST 157TH STREET
MIAMI, FLORIDA 33177

CHRISTIAN CARLOS ZAVALA
13828 SOUTHWEST 157TH STREET
MIAMI, FLORIDA 33177

ARTICLE X - OFFICER(S)

The director(s) and officers of the Corporation shall be:

Director(s). JULIO C. BENAVENTE
13828 SOUTHWEST 157TH STREET
MIAMI, FLORIDA 33177

CHRISTIAN CARLOS ZAVALA
13828 SOUTHWEST 157TH STREET
MIAMI, FLORIDA 33177

Officers:
President: JULIO C. BENAVENTE
Vice-President: CHRISTIAN CARLOS ZAVALA
Secretary:
Treasurer:

JULIO C. BENAVENTE: 13828 SOUTHWEST 157th STREET MIAMI, FL 33177
CHRISTIAN CARLOS ZAVALA: 13828 SOUTHWEST 157th STREET MIAMI, FL 33177

ARTICLE XI - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

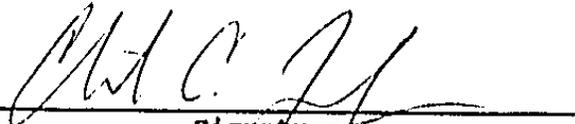
ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

ARTICLE XIV - SIGNATURE(S) AND DATE



Signature


Signature

Signature

Signature

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: SEVEN WATER ASSOCIATES, INC.

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

ADOLFO E. IGLESIAS
(NAME)

12010 SOUTHWEST 97th STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FLORIDA 33186-2606
(CITY/STATE/ZIP)

TALLAHASSEE, FLORIDA
SEP 16 PM 12:25

Having been named as registered agent and to accept service of process for the above 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 of my position as registered agent.

Adolfo E. Iglesias
(SIGNATURE)

9-13-96
(DATE)