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2. REQUEST 9/25/96  
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FLORIDA DIVISION OF CORPORATIONS

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((H96000013458 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: WORLD OMNI TELECOMMUNICATIONS, INC.

AUDIT NUMBER.....H96000013458

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
WORLD OMNI TELECOMMUNICATIONS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the creating a corporation under the laws of the State of Florida.

The name of this corporation shall be World Omni Telecommunications, Inc. and the initial address of this corporation shall be 100 N Biscayne Blvd Unit 3070, Miami, Fla. 33133

**ARTICLE II**

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

**ARTICLE III**

The capital stock authorized, the par value of thereof, and the characteristics of such stock shall be as follows:

Number of share Authorized

100 No Par Value Common Stock

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according the law.

The initial register office of this corporation shall be at 100 Biscayne Blvd Miami, Fla. 33133 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Hector De La Rosa.

Prepared by: Hector De La Rosa  
12205 SW 132nd Ct.  
Miami, FL 33186  
(305) 323-1224

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**ARTICLE VI**

This corporation shall have a least One director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

**ARTICLE VII**

The name and address of the directors & Officers of the corporation who shall hold office for the first year or until their successor are duly executed and qualified shall be:

Director

Hector De La Rosa  
12205 SW 132 Ct  
Miami, Fla 33186  
President

**ARTICLE VIII**

The name and address of the incorporator is Hector De La Rosa 12205 SW 132 Ct Miami, Fla 33186.

**ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

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#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and herunto sign my name on this 20th day of September 1996.

  
Hector De La Rosa

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM  
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, That World Omni Telecommunications, Inc., desiring to organize under the laws of the state of Florida, has named Hector De La Rosa, 100 Biscayne Blvd Suite 3070. Miami, Fla 33133. County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.323 F. S.

Hector De La Rosa  
Hector De La Rosa, Registered Agent  
Dated This 20th day of Septem 1996

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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):

1. WORLD OMNI TELECOMMUNICATIONS, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*[Handwritten signature]*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
World Omni Telecommunications, Inc.**

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 adopted: ARTICLE VII

**THE NEW PRESIDENT, SECRETARY, TREASURER, AND SOLE  
DIRECTOR SHALL BE:**

Andre S. Estevez  
100 N. BISCAYNE BLVD.  
MIAMI, FL 33133  
-FINIS-

**SECOND:** If and 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:

NONE

**THIRD:** The date of each amendment's adoption: November 8, 1996

**FOURTH:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this day 8 of November, 1996.

Signature

By: Andre S. Estevez, Pres. Sec/Treas., Director

Prepared by: Andre S. Estevez  
100 N. Biscayne Blvd. Miami, Fls 33133  
Tel 842-5696