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10/18/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
CONTACT: MARY W KURLANSIK
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NAME: LAZARUS CONSULTING SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LAZARUS CONSULTING SERVICES, INC.

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ARTICLE I - NAME

The name of this corporation is Lazarus Consulting Services, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

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

This instrument prepared by:
Joseph Barry Schimmel, Esquire
Florida Bar No. 989533
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$0.01	Common

ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President William L. Pintauro
 Secretary William L. Pintauro
 Treasurer William L. Pintauro

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be 5601 N. Dixie Highway, Suite 320, Ft Lauderdale, Florida 33334. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Alan R. Chase, Esquire	9400 S. Dadeland Blvd, Suite 600 Miami, Florida 33156

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation is:

<u>DIRECTOR</u>	<u>ADDRESS</u>
William L. Pintauro	5601 N. Dixie Highway, Suite 320 Ft Lauderdale, Florida 33334

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Alan R. Chase, Esquire


9400 S. Dadeland Blvd, Suite 600
Miami, Florida 33156

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

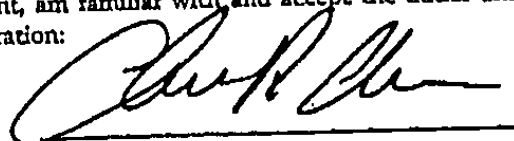
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of October, 1996.

Incorporator:



ALAN R. CHASE

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:



ALAN R. CHASE

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RECEIVED REPLACEMENT CHECK/PAYMENT FOR
DEBIT MEMO #71414-K \$4000.00

NO SERVICE FEE COLLECTED, CHECK RETURNED
FROM OUR BANK, DUE TO ENDORSEMENT ERROR,
(OUR ERROR) ML