

P96000095332

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

300002009793--4

-11/20/96--01072--018

****122.50 ****122.50

Office Use Only

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

1. MICROMART TRADING CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

FILED
96 NOV 21 PM 3:05
TALLAHASSEE, FLORIDA
RECEIVED
96 NOV 20 11:11
TALLAHASSEE, FLORIDA

W96-24637



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

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

SUBJECT: MICROMART TRADING CORP.
Ref. Number: W96000024637

We have received your document for MICROMART TRADING CORP. 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 REGISTERED OFFICE LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00052840

RECEIVED
NOV 21 1996
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MICROMART TRADING CORP.

FILED
96 NOV 21 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be: MICROMART TRADING CORP.

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Article of Incorporation with the Department of State, of the State of Florida.

ARTICLE III
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: One Thousand Dollars (\$1000.00).

ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 8400 NW 70 Street, Miami, Fl 33166.

The street address of the initial registered office of this corporation is: 8400 NW 70 Street, Miami, Fl 33166.

The name of the initial Registered Agent of this corporation at that address is: EVANGELISTA S. DESA.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The names and addresses of the initial Directors of this corporation are: EVANGELISTA S. DESA and JULIO R. TORRES, both at 4580 NW 79 Avenue, #1B, Miami, Fl 33166.

ARTICLE VIII
INCORPORATOR

The names and addresses of the Incorporators of this corporation are: MARTHA DE C. V. VOLPATO, JULIO R. TORRES and EVANGELISTA S. DESA of 4580 NW 79 Avenue, #1B, Miami, Fl 33166.

ARTICLE IX
INDEMNIFICATION

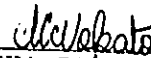
Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

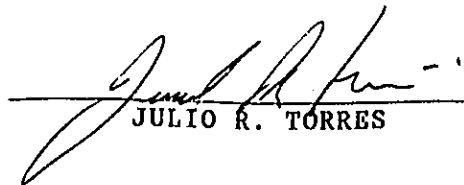
ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservations.

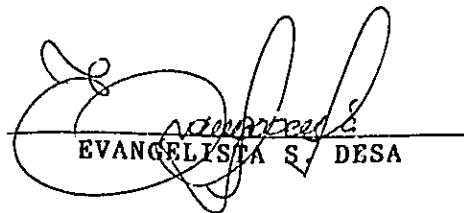
IN WITNESS WHEREOF, the above named incorporators subscribed their names this 15th day of November, 1996.



MARTHA DEL C. V. VOLPATO



JULIO R. TORRES

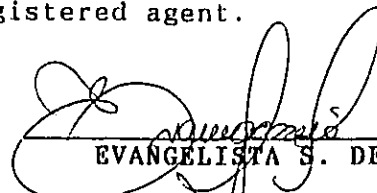


EVANGELISTA S. DESA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: MICROMART TRADING CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, State of Florida, has named: EVANGELISTA S. DESA., whose address is: 8400 N.W. 70 Street Miami, FL 33166. Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services 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.


EVANGELISTA S. DESA

Date: November 15th, 1996.

FILED
96 NOV 21 PM 3:04
TALLAHASSEE, FLORIDA

P96000095332

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

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97 SEP -5 PM 3:20
TALLAHASSEE
FLORIDA

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

* 00789, 00447, 00622

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1997

Lazarus Corporate Industries, Inc.
890 S.W. 87 Avenue
Suite 16
Miami, FL 33174

SUBJECT: MICROMART TRADING CORP.
Ref. Number: P96000095332

We have received your document for MICROMART TRADING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 197A00044252

1997
SEP 11 11:11
MAIL

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MICROMART TRADING CORP.

FILED
97 SEP -5 PM 3:20
TALLAHASSEE, FLORIDA

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

AMENDMENTS ADOPTED:

FIRST:

Article VI: (amended)

*The principal place of business and mailing address of this corporation shall be:
8514 NW. 70th Street Miami, Florida 33166*

Article VII (amended)

The name and address of the Directors are:

JULIO R. TORRES 4804 NW. 79 Ave. Miami, Florida 33166
ID #: 126 72 0891

MARTHA DE C. V. VOLPATO 4804 NW. 79 Ave. Miami, Florida 33166
ID #: CG 637921

Article IX: (deleted).

Article XI: (added)

Shares of capital stock of this Corporation shall be issued to the following persons in the amount set opposite their names:

JULIO R. TORRES	450 Shares
MARTHA DE C. V. VOLPATO	450 Shares
TEREZINHA PAULA DA SILVA	100 Shares

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:

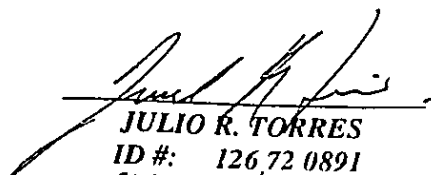
THIRD:


The date of each amendment's adoption: August 01, 1997

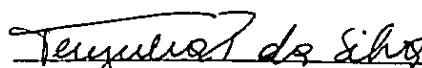
FOURTH:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval

Signed:


JULIO R. TORRES
ID #: 126 72 0891
president


MARTHA DE C. V. VOLPATO
ID #: CG 637921
V - president


TEREZINHA PAULA DA SILVA
ID #: 589 98 0599
secretary