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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

600002019446--4  
-12/04/96--01061--030  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. INTERNATIONAL COMMUNICATIONS INTERCOM INC.  
(Corporation Name) (Document #)

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

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

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

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of State

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 DEC -4 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC -4 AM 10:55  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL COMMUNICATIONS INTERCOM INC.

FILED  
96 DEC -4 PM 1:52  
STATE OF FLORIDA  
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: INTERNATIONAL COMMUNICATIONS INTERCOM INC.

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: Four Hundred (400) 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: Four Hundred dollars (\$400.00).

ARTICLE VI  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 1626 Jefferson Avenue, Miami Beach, Fl 33139.

The street address of the initial registered office of this corporation is: 1626 Jefferson Avenue, Miami Beach, Fl 33139.

The name of the initial Registered Agent of this corporation at that address is: FELIPE C. SAGLIMBENI.

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: EGAS DA SILVA of Avda. Fco. de Miranda, Edif.-Humbolt, Piso 7 - Ofc. 29, Altamira -Caracas and FELIPE C. SAGLIMBENI of 10101 E. Bay Harbor Dr. # 708, Miami, Fl 33154-1202.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator of this corporation is: FELIPE C. SAGLIMBENI of 10101 E. Bay Harbor Dr. # 708, Miami, FL 33154.

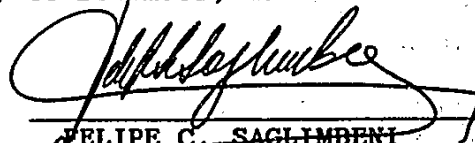
ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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.

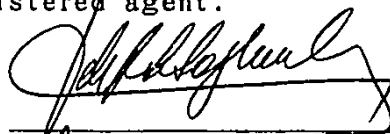
IN WITNESS WHEREOF, the above named incorporator subscribed his name this 2nd day of December, 1996.

  
FELIPE C. SAGLIMBENI

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: INTERNATIONAL COMMUNICATIONS INTERCOM INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami Beach, State of Florida, has named: FELIPE C. SAGLIMBENI, whose address is: 1626 Jefferson Avenue, Miami Beach, FL 33139. 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.



FELIPE C. SAGLIMBENI

Date: December 2, 1996.

FILED  
96 DEC -4 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA