

P96000/00838

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

100002028771--9

-12/13/96--01056--012

****122.50 ****122.50

Office Use Only

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

1. PRODUCT CONSULTING GROUP, 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 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 |

FILED
96 DEC 13 PM 1:36
TALLAHASSEE, FLORIDA
STATE

RECEIVED
96 DEC 13 PM 12:24
TALLAHASSEE, FLORIDA
STATE

FILED
96 DEC 13 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

PRODUCT CONSULTING GROUP, INC.

ARTICLE II, NATURE OF BUSINESS

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

That the present main business of the corporation is as follows:

SALE OF VISUAL ENHANCEMENT PRODUCTS

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred

(100) Shares of common stock, of One Hundred Dollars (\$100.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

3501 S.W. 8TH STREET, SUITE #211
MIAMI, FLORIDA 33135

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise inter-

ested 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 party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|----------------|----------------------|---|
| DOMINGO GORRIZ | PRESIDENT, SECRETARY | 3501 S.W. 8th Street #211 MIAMI, FLORIDA 33135 |

ARTICLE IX. INCORPORATORS

The names and addresses of each incorporators of these
Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| DOMINGO GORRIZ | 3501 S.W. 8TH STREET # 211 MIAMI, FLORIDA 33135 |

ARTICLE X, OFFICERS

The officers of this Corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary,. All officers, agents and factors shall be chosen in such manner hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

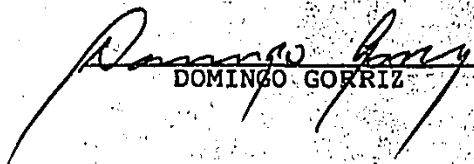
ARTICLE XI, AMENDMENT

This Corporation reserves the right to amend, alter change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII, REGISTERED AGENT AND REGISTERED ADDRESS

DOMINGO GORRIZ
3501 S.W. 8TH STREET # 211
MIAMI, FLORIDA 33135

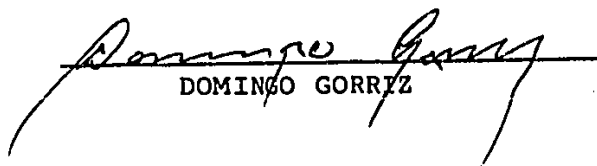
IN WITNESS WHEREOF, the undersigned as subscribing incorporators, have hereunto set our hands and seals this 10 day of DECEMBER 1996 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

 (SEAL)
DOMINGO GORRIZ

ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of PRODUCT CONSULTING GROUP, INC. does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

DATED At Miami, Dade County, Florida this 10 day of
DECEMBER, 19 96 .


DOMINGO GORRIETZ

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT PRODUCT CONSULTING GROUP, INC.
(Name of Corporation)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF _____
MIAMI, STATE OF FLORIDA, HAS NAMED
(City) (State)
DOMINGO GORRIZ, LOCATED AT _____
(Name of resident agent)
3501 S.W. 8TH STREET
(Street address and number of building,
Post Office Box Addresses are not acceptable)
CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT
(City)
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(Signature)
(Corporate Officer)

TITLE

PRESIDENT-SECRETARY

DATE

DECEMBER 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROP-
ER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(Signature)
(Resident agent)

DATE

DECEMBER 10, 1996