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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. PROFESSIONAL ACCOUNTING & AUDITING
(Corporation Name) (Document #)

2. SERVICES, INC.
(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
97 MAR 12 PM 1:24
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
RECEIVED
97 MAR 12 AM 11:04

*Articles of Incorporation
of
Professional Accounting & Auditing
Services, Inc.*

FILED
97 MAR 12 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation is a natural persona competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the Corporation is Professional Accounting & Auditing Services, Inc.

Article 2 - Purpose of the Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Articles 3 - Principal Office

The address of the principal office 943 N.W. 106th Ave. Circle Miami, Florida 33172 and the mailing address is the same.

Articles 4 - Incorporators

The name and street address of the Incorporator of this Corporation is Jose Manuel Giro Santos, 943 N.W. 106th Ave. Circle, Miami, Florida 33172.

Article 5 -

The initial Board of Directors of the Corporation shall be Jose Manuel Giro Santos, whose address shall be the same as the Principal Office of the Corporation.

Article 6 - Corporate Capitalization

6.1 The maximum numbers of shares that this corporation is authorized to have outstanding at any time is Five Hundred Shares of Common Stock, each share having the par value of One Dollar (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The Board of Directors of the corporation may authorize the issuance from time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by articles supplementary classify or reclassify any unissued stock from time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 7 - Sub-Chapter s Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, is elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S corporation, none of the shareholders of this Corporation, without written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub Chapter S Corporation, of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this Certificate cannot be transferred if such transfer would be taxed under Sub Chapter S of the Internal Revenue Code of 1986, as amended"

Article 8 - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

Article 9 - Term of Existence

The Corporation shall have perpetual existence.

Article 10 - Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article 11 - Registered Office and Registered Agent

The initial address of the registered office of this corporation is, 943 N.W. 106th Ave. Circle Miami Florida 33172. The name and address of the Registered Agent is Jose Manuel Giro Santos.

Article 12 - By-Laws

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the by-laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-laws.

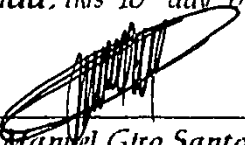
Articles 13 - Effective Date

The Corporation shall exist Perpetually. The date when the corporate existence of this Corporation shall begin, shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

Article 14 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, or to add any provision to these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservations.

In Witness Whereof, I have hereunto set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 day of March, 1997.



Jose Manuel Giro Santos

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, Professional Accounting & Auditing Services Inc. desiring to organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, county of Dade, State of Florida, has designated Jose Manuel Giro Santos as its agent to accept service of process within this State. Having been Named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Jose Manuel Giro Santos

FILED
97 MAR 12 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA