

Examiner's Initials **MAF 18 1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1997

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

SUBJECT: COMPU VISION, INC.
Ref. Number: W97000006157

We have received your document for COMPU VISION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Sandy Ng
Document Specialist

Letter Number: 997A00013395

RECEIVED
97 MAR 19 PM 2:46
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
O F

***** COMPU TECHNOLOGY, INC. *****

FILED
97 MAR 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

NAME

The name of this Corporation shall be:

***** COMPU TECHNOLOGY, INC. *****

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer

firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to apy for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease,

turn to account or realize upon as owner, agent, broker, or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights to investigate and report with respect to, and to undertake, carry on, aid, assists or participate in the organizational liquidation or re-organization of financial, commercial, mercantiled, manufacturing, industrial or other business concerns, firms, association and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be

non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchases for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV.

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than \$ 200.00 (TWO HUNDRED DOLLARS)

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 7370 N.W. 36th. St. # 415 A. Miami, Fl.
33166

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII.

ARTICLE IX

DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME

ADDRESS

CARLOS A. OCHOA

7370 N.W. 36 St. # 415 A

Miami, Florida 33166

JUAN E. TOBON

7370 N.W. 36 St. # 415 A

Miami, Florida 33166

ARTICLE X.

SUBSCRIBERS

NAME

ADDRESS

CARLOS A. OCHOA 50 %

7370 N.W. 36 St. # 415 A

Miami, Florida 33166

JUAN E. TOBON 50 %

7370 N.W. 36 St. # 415 A

Miami, Florida 33166

have the power to make or amend the By-Laws to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XII

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock herein named, for the purpose of forming a corporation to do business within and without the State of Florida, under the

Florida, do make and file these Articles, hereby declaring



FLORIDA DEPARTMENT OF STATE
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March 17, 1997

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a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer

firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to apy for the same in cash, stocks or bonds of the Company or otherwise.

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f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease,

turn to account or realize upon as owner, agent, broker, or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights to investigate and report with respect to, and to undertake, carry on, aid, assists or participate in the organizational liquidation or re-organization of financial, commercial, mercantiled, manufacturing, industrial or other business concerns, firms, association and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be

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All of said stock shall be payable in cash equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 7370 N.W. 36th. St. # 415 A. Miami, Fl.

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CR2E031(1/95)



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<u>NAME</u>	<u>ADDRESS</u>
<u>CARLOS A. OCHOA</u>	<u>7370 N.W. 36 St. # 415 A</u> <u>Miami, Florida 33166</u>
<u>JUAN E. TOBON</u>	<u>7370 N.W. 36 St. # 415 A</u> <u>Miami, Florida 33166</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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ARTICLE X.

SUBSCRIBERS

<u>NAME</u>	<u> </u>	<u>ADDRESS</u>
<u>CARLOS A. OCHOA</u>	<u>50 %</u>	<u>7370 N.W. 36 St. # 415 A</u> <u>Miami, Florida 33166</u>
<u>JUAN E. TOBON</u>	<u>50 %</u>	<u>7370 N.W. 36 St. # 415 A</u> <u>Miami, Florida 33166</u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

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No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring

Witnesses:



(SEAL)

CARLOS A. OCHOA
President-Treasurer and Subscriber



(SEAL)

JUAN E. TOBON
Vice-President-Secretary and
Subscriber

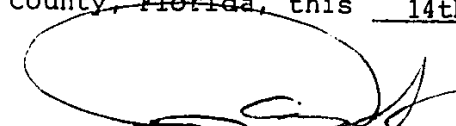
(SEAL)

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally
appeared Mr. Carlos A. Ochoa, President, Treasurer and Subscriber
and Mr. Juan E. Tobon, Vice-President, Secretary and Subscriber
of: COMPU TECHNOLOGY, INC. a FLORIDA CORPORATION *****
who are known to me to be the persons described in and who execu-
ted the foregoing Articles of Incorporation, and who, after being
by me first duly sworn, on oath, depose and say and do acknowl-
ed- ge before me, that the said Articles to be the act and deed of
the signers respectively and respectfully, and the facts and
matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade
County, Florida, this 14th, day of March 1997



Notary Public, State of Florida, at Large

My commission expires:

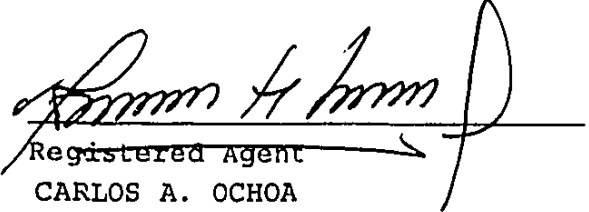


A C K N O W L E D G M E N T

(ARTICLE VIII)

Having been named by the First BOARD OF DIRECTORS of COMPU TECHNOLOGY, INC.

_____, to accept service of process for
the above stated Corporation, at the place designated in this
Certificate, I hereby agree to act in the capacity of REGISTERED
AGENT for said Corporation, and agree to comply with the appli-
cable provision of the FLORIDA STATUTES, this 14th of March
_____, 19 97 .


Registered Agent

CARLOS A. OCHOA

7370 N.W. 36 St. # 415 A
Miami, Florida 33166

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