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LAZARUS CORP

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## BASIC AMENDMENT

E AND M CORPORATION OF MIAMI

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

E AND M CORPORATION OF MIAMI

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5: REGISTERED AGENT/ADDRESS:

EDGAR MEDIA  
19367 S. DIXIE HWY.  
MIAMI, FL. 33157

ARTICLE 6: BOARD OF DIRECTORS:

EDGAR MEDIA, P/T/S/D  
19367 S. DIXIE HWY.  
MIAMI, FL. 33157

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:

N/A

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THIRD: The date of each amendment's adoption: 07/22/03

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ (voting group)"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22<sup>nd</sup> day of JULY, 2003

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR  
(By a director if adopted by the directors)

OR  
(By an incorporator if adopted by the incorporators)

EDGAR MEJIA

Typed or printed name

PRESIDENT

Title

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: E AND M CORPORATION OF MIAMI

2. The name and address of the registered agent and office is:  
EDGAR MEJIA  
19367 S. DIXIE HWY.  
(P. O. BOX NOT ACCEPTABLE)  
MIAMI, FL. 33157  
(CITY/STATE/ZIP)

SIGNATURE *Edgar Mejia*  
(Corporate Officer)  
TITLE PRES.  
DATE 07/22/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Edgar Mejia*  
(Registered Agent)  
DATE 07/22/03

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