



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1997

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

SUBJECT: REFCON COMPANY, INC.
Ref. Number: W97000006289

RECEIVED
97 MAR 19 PM 3:13
DIVISION OF CORPORATIONS

We have received your document for REFCON COMPANY, INC. and your check(s) totaling \$122.50. 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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00013648

ARTICLES OF INCORPORATION
OF
REFCON ENTERPRISES, INC.

FILED
97 MAR 19 PM 3:18
SEC. OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

REFCON ENTERPRISES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- 1- Transact any and all lawful business.
- 2- Said Corporation shall further have powers:

To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, ;and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute #607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations,

associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare of for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of it directors, officers and employees of its subsidiaries.

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;p

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute #607.014;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an

individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one(1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:
2547 N. 40th Street
Hollywood, FL 33021

Roberto Fernandez

ARTICLE VI

The initial Board of Directors shall consist of a total of (1) person, and the name and address of the person who is to serve as an initial director is:

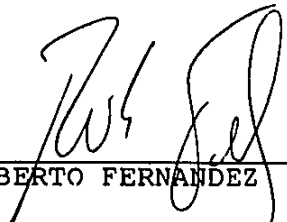
Roberto Fernandez
2547 N. 40th Street
Hollywood, FL 33021

The name and address of the incorporator executing these Articles of Incorporation is:

Roberto Fernandez
2547 N. 40th Street
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned incorporator has (we)

executed these Articles of Incorporation this 3rd day of
March, 1997.

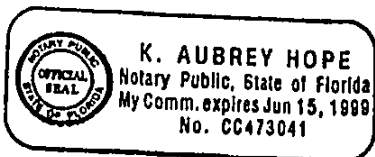


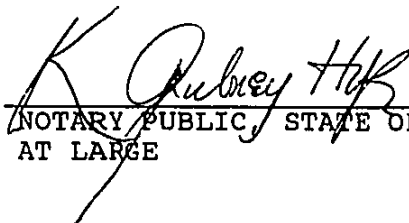
ROBERTO FERNANDEZ

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements
in the state and county set forth above, personally appeared
ROBERTO FERNANDEZ known to me and known by me to be the
person(s) who executed the foregoing Articles of Incorporation, and
he (they) acknowledge before me that he (they) executed those
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 11th
day of March, 1997.





NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF DESIGNATION
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

REFCON ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Roberto Fernandez
2547 N. 40th Street
Hollywood, FL 33021

SIGNATURE _____

(Corporate Officer)

TITLE _____

DATE _____

FILED
97 MAR 19 PM 3:18
TALLAHASSEE
FLORIDA

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 PROVISION 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 _____

DATE _____