

P 970000 25126

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. GEVEM U.S.A. IMPORT & EXPORT CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 800002119028--7
-03/20/97--01067--001
*****78.75 *****78.75

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 20 AM 11:45
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 20 AM 11:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
GEVEM U.S.A. IMPORT & EXPORT CORPORATION

FILED
97 MAR 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE GEVEM U.S.A. IMPORT & EXPORT CORPORATION, AND THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE: 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

NUMBER OF SHARES AUTHORIZED: 500
PAR VALUE PER SHARE: \$1.00
CLASS OF STOCK: COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

ARTICLE IV

THE CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE AT: 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184.
WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCHES AT OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA. THE INITIAL REGISTERED AGENT AT THIS ADDRESS SHALL BE:
EDUARDO POLO

ARTICLE VI

THIS CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM THE TIME TO TIME UNLESS THE STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND QUALIFIED SHALL BE:

DIRECTOR AND PRESIDENT: EDUARDO POLO
ADDRESS: 12605 S.W.9 STREET, MIAMI, FLORIDA 33184
OWNERSHIP: 20%

DIRECTOR TREASURER: EDUARDO POLO JR.
ADDRESS: 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184
OWNERSHIP: 20%

DIRECTOR SECRETARY: MARIA VERONICA POLO
ADDRESS: 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184
OWNERSHIP: 20%

DIRECTOR VICE PRESIDENT: MERCEDES HORTENSIA POLO
ADDRESS: 12605 S.W. 9 STREET, MIAMI, FLA. 33184
OWNERSHIP: 20%

DIRECTOR VICE PRESIDENT: MARIA GABRIELA POLO
ADDRESS: 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184
OWNERSHIP: 20%

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS:
EDUARDO POLO 12605 S.W. 9 STREET, MIAMI, FLORIDA 33184.

ARTICLE IX

THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

ARTICLE X

THIS CORPORATION SHALL INDEMNIFY AND MAY INSURE ITS OFFICERS AND DIRECTORS TO THE FULLEST EXTENT PERMITTED BY LAW EITHER NOW OR THEREAFTER.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, BEING THE INCORPORATOR HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH, WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SIGN MY NAME ON THIS DATE: MARCH 19, 1997

Ed Jot

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED:
EDUARDO POLO, KNOWN TO BE THE PERSON DESCRIBED IN
AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION,
WHO, AFTER BEING DULY SWORN UNDER OATH, ACKNOWLEDGES BEFORE
ME THAT HE OR SHE EXECUTED THE SAME FOR THE PURPOSE THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY
AFORSAID.

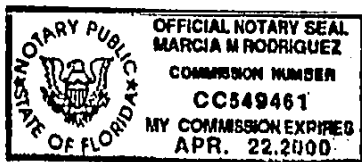
DATE:

3/19/97

NOTARY PUBLIC
STATE OF FLORIDA
AT LARGE.

MY COMMISSION EXPIRES:

Marcia M. Rodriguez



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

THAT: GEVEM U.S.A. IMPORT & EXPORT CORP, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED:

EDUARDO POLO OF: 12605 S.W. 9 STREET , MIAMI
FLA, COUNTY OF DADE, AS ITS STATUTORY REGISTERED AGENT.

I HEREBY ACCEPT, AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.

DATE:

MARCH 19, 1997

REGISTERED AGENT: EDUARDO POLO

SIGNATURE:



FILED
97 MAR 20 AM 11:45
TALAHASSEE, FLORIDA