

Amos B 1687

LAZARUS CORPORATION INDUSTRIAL INC
 Register's Name

890 S.W. 87 AVENUE SUITE: 16
 Address

MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BUSINESS HEALTH INSURANCE INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

RECEIVED
 97 APR - 8 PM 1:28
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- 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 |

RECEIVED
 97 APR - 8 AM 10:31
 DIVISION OF CORPORATION

4/8

Examiner's Initials

CERTIFICATE OF INCORPORATION
OF
BUSINESS HEALTH INSURANCE INC.

FILED
97 APR -8 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida .

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be **BUSINESS HEALTH INSURANCE INC.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried are:

To conduct business not prohibited by the Laws of the United States and State of Florida .

To conduct business to have one or more officers in buy, sell, import, export, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer or corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all rights, powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$ 1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 1000 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Thousand Dollars (\$ 1,000.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 4001 NW 97 Avenue Suite 201 Miami, Florida 33178. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute the quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at the meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The name and office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Vidal J. Lissarrague
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

Carlos F. Rancano
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

Barbara C. Sousa
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

German Plasencia
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follow:

VIDAL J. LISSARRAGUE
4001 NW 97 Avenue Suite 201
Miami, Florida 33178
300 Shares at \$ 1.00 per
Shares = \$ 300.00

CARLOS F. RANCANO
4001 NW 97 Avenue Suite 201
Miami, Florida 33178
300 Shares at \$ 1.00 per
Shares = \$ 300.00

BARBARA C. SOUSA
4001 NW 97 Avenue Suite 201
Miami, Florida 33178
100 Shares at \$ 1.00 per
Shares = \$ 100.00

GERMAN PLASENCIA
4001 NW 97 Avenue Suite 201
Miami, Florida 33178
300 Shares at \$ 1.00 per
Shares = \$ 300.00

ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

VIDAL J. LISSARRAGUE
President
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

CARLOS F. RANCANO
Vice-President
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

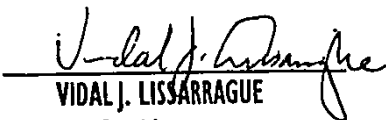
BARBARA C. SOUSA
Treasurer
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

GERMAN PLASENCIA
Secretary
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, to make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 4th day of April 1997.


VIDAL J. LISSARRAGUE

President
4001 NW 97 Avenue Suite 201
Miami, FL 33178


CARLOS F. RANCANO

Vice-President
4001 NW 97 Avenue Suite 201
Miami, FL 33178


BARBARA C. SOUSA

Treasurer
4001 NW 97 Avenue Suite 201
Miami, Florida 33178


GERMAN PLASENCIA

Secretary
4001 NW 97 Avenue Suite 201
Miami, Florida 33178

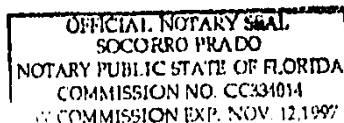
STATE OF FLORIDA)
)ss
COUNTY OF DADE)

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgment, personally appeared VIDAL J. LISSARRAGUE, CARLOS F. RANCANO, BARBARA C. SOUSA and GERMAN PLASENCIA to be the persons described as subscribers in and who execute the foregoing Articles of Incorporations.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 4th
DAY OF April 1997.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the
Following is submitted, in the compliance with said act:
FIRST: BUSINESS HEALTH INSURANCE INC.
desiring to organized under Laws of the State of Florida, with the principal
Office, as indicated in the Articles of Incorporation, at the City of Miami,
County of Dade, State of Florida, has named **CARLOS F. RANCANO** located
At 4001 NW 97 Avenue Suite 201 Miami, Florida 33178
To be process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated
Corporation at place designated in this Certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of said act relative to
keeping open said office.


CARLOS F. RANCANO
Registered Agent

97 APR -8 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED