

P9700037350

LAZARUS CORPORATION INDUSTRIES, INC.
 Requester's Name
 890 S.W. 87th Avenue, Suite 106
 Address
 MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

900002153359--2
 -04/24/97--01028-017
 ****122.50 ****122.50
 Office Use Only

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

1. R.S. INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

EFFECTIVE DATE
4-23-97

FILED
 97 APR 25 PM 4:02
 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

W97-9570
K.R. APR 24 1997
 97 APR 24 11:03:49
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

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

SUBJECT: R.S. INC.
Ref. Number: W97000009570

We have received your document for R.S. 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) 467-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00021256

RECEIVED
SECRETARY OF STATE
904-488-9000
APR 25 1997
DORIS

ARTICLES OF INCORPORATION

The Undersigned, acting as incorporator of a corporation, under the Florida General Corporation Act., adopts the following Articles of incorporation for Such Corporation.

ARTICLE I

The name of the Corporation is R.S. SHOE REPAIR INC.

ARTICLE II

The date of commencement of corporate existence is the 23 day of APRIL 19 97, and the period of its duration is perpetual

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and State of Florida

ARTICLE IV

The Corporation shall have the authority to issue 100 shares, all in one class \$1.00 Value

ARTICLE V

The Address of its Registered Office is 6905 WEST FLAGLER STREET MIAMI, FL. 33144, This is the Principal Office of the Corporation, and the name of its initial Registered Agent (s) (is) are) ROBERTO SUAREZ

ARTICLE VI

The number of Director (s) constituting its initial Board of Directors (is) (are) ONE (which) (whose) name (s) (is) (are)-----
ROBERTO SUAREZ

ARTICLE VII

The name and address of the incorporator (s) (is) (are)-----
PRESIDENT ROBERTO SUAREZ 9517 FOUNTAINBLEAU BLVD. APT.303 MIAMI, FL 33172

ARTICLE IX

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act., the holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money or any property, or services from time to time, in----- addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the Holder to all shares of common stock currently authorized and issued.

DATED THIS 23 day of April 19 97

X _____ X _____
X ROBERTO SUAREZ X _____
X _____ X _____
X _____ X _____

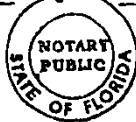
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97 APR 25 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE

STATE OF FLORIDA) S. S.
COUNTY OF DADE)

BEFORE ME, The Undersigned authority, personally appeared-----
ROBERTO SUAREZ

Who (is) Whose (are) to me well(known) to be the Person (s)-----
described in and (who) (whose) to the above Articles of-----
Incorporation, and (he) (they) (she) did freely and voluntarily----
acknowledged before me according or according us to law that-----
(he) (they) (she) made and subscribed the same for the uses and ----
purposes therein mentioned and set forth.

IN WITNESS WHEREOF (I) (We) have hereunto set (my) (our) and (a)
and (my) (our) official seal, at Miami Dade, County Florida this--
[23 day of APRIL 19 97



ANA M. CONDIS
My Comm Exp. 9/11/98
Bonded By Service Ins
No. CC406340
(Personally Known) (I Owe L.B.)

X [Signature]
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON PROCESS MAY BE -----
SERVED: In pursuance of Chapter 48.091 Florida Statutes, the following
if submitted in compliance with said Act.

First R.S. SHOE REPAIR INC.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at the City of MIAMI County of Dade, State of
Florida, has named ROBERTO SUAREZ, located at---
6905 WEST FLAGLER STREET MIAMI, FL. 33144

as its Agent to accept. services of process within this State
ACKNOWLEDGEMENT: Having been named to accept. services of process
for the above State Corporation, at place designated in this
Certificate: (I) (We) hereby accept. to act. in this capacity
and agree to comply with the provisions of said Act., and to
to keeping open Said Office

FILED
97 APR 25 PM 4:02
STATE
OFFICE
MIAMI
FLORIDA

X [Signature]
RESIDENT AGENT.
ROBERTO SUAREZ