

LAZARUS CORPORATION INDUSTRIES, INC.
 Registrar's Name
 90 S.W. 7 AVENUE, SUITE 16
 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. Help USA, Inc.
 (Corporation Name) (Document #) 200002160082--8
-04/30/97--01043--002
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2. _____
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- ☒ 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 APR 30 PM 1:15
 RECEIVED
 97 APR 30 AM 11:09
 DEPT. OF REVENUE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

4/30

97 APR 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
HELP USA, INC.**

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I
NAME**

The name of the corporation shall be: **HELP USA, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, of the State of Florida.

**ARTICLE III
PURPOSE AND POWERS**

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

**ARTICLE IV
CAPITAL STOCK**

The amount of Capital Stock authorized shall consist of: **FIVE HUNDRED(500)** shares of common stock having a par value of **ONE DOLLAR (\$ 1.00)** per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors and the Shareholders of this corporation.

**ARTICLE V
INITIAL CAPITAL**

The amount of the capital with which the corporation shall begin business is no less than : **FIVE HUNDRED (\$500.00)**

**ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the corporation is :
613 S.W. 1 STREET, HALLANDALE, FL. 33009

The Street address of the initial registered office of this corporation is: 613 S.W. 1 STREET, HALLANDALE, FL. 33009.

The name of the initial Registered Agent of this corporation at that address is: CARMEN L. STORTINI.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The names and addresses of the initial Directors of this corporation are : DAGUIMAR M FERNANDES and CARMEN L. STORTINI, of 613 S.W. 1 ST., HALLANDALE, FL. 33009.

**ARTICLE VIII
INCORPORATOR**

The names and addresses of the Incorporators of this corporation are: DAGUIMAR M FERNANDES and CARMEN L. STORTINI, of 613 S.W. 1 ST., HALLANDALE, FL. 33009.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

**ARTICLE X
AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

IN WITNESS WHEREOF, the above named incorporators subscribed their names this **APRIL 29TH 1997**.



DAGUMAR M FERNANDES



CARMEN L. STORTINI

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: **HELP USA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in **HALLANDALE**, State of Florida, has named: **CARMEN L. STORTINI**, whose address is: **613 S.W. 1 STREET, HALLANDALE, FL. 33009**, Agent to accept service of process within Florida.

Having been named as Register Agent to accept services of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



CARMEN L. STORTINI

Date : **APRIL 29TH 1997**

97 APR 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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