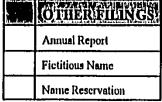
LAZARUS CORPORATE INDUSTRIES, INC. FILED Requestor's Name 97 APR 30 PM 2:41 890 S.W. 87 AVENUE, SUITE: 16 SECRETART OF STATE TALLAHASSIE, FLORIDA Address MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone # Office Use Only LOCAL REPRESENTATIVE TALLAHASSEE

COIGORATION	NAME(S) & DO	CUMENT NUM	BER(S), (if k	10W11):	
1. <u>15 C</u>	CONSUL/	+ N/S	///Cr		
2(Cor	poration Name)	(Doc	701 cument#)	002160 -04/30/970 ****122.50	1078 1043013 ****122.50
3(Cor	poration Name)	. (Doc	cument#)		
4(Cor	poration Name)	(Doc	cument#)		
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Mail out	Will wait	Photocopy	Certific	cate of Status	
NEWFUNGS	KAMENDA (AMENDA	AENTS -			
Profit	Amendment				
NonProfit	Resignation	of R.A., Officer/Direct	tor		
Limited Liability	Change of R	egistered Agent			
Domestication	Dissolution/	Withdrawal		TAL	9
Other	Merger				, , , , , , , , , , , , , , , , , , , ,
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 TEGISTIVATION
Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

K.M. APR 3 0 1997

Examiner's Initials		•	

Articles of Incorporation of ISC Consultants, Inc.

FILED 97 APR 30 PM 2:41 SEGRETARY OF STATE TALLAHASSLE, FLORIDA

ARTICLE I-NAME

The name of the corporation is ISC Consultants, Inc.

ARTICLE II-DURATION

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of twenty (\$20.00) Dollars par value common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 9120 SW 157th Place, Miami, Florida 33196 and the name of the initial registered agent of this corporation at that address is Isabel Ruth Sanchez.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Isabel Ruth Sanchez 9120 SW 157th Place Miami, FL 33196 Carlos Antonio Sanchez 9120 SW 157th Place Miami, FL 33196

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS

The names and addresses of the person signing these articles are:

Isabel Ruth Sanchez 9120 SW 157th Place Miami, FL 33196 Carlos Antonio Sanchez 9120 SW 157th Place Miami, FL 33196

ARTICLE X-MAILING AND BUSINESS ADDRESS

The mailing and business address of this corporation is: 9120 SW 157th Place, Miami, FL 33196.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 25th day of January, 1997.

Incorporator

Incorporator

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

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

ISC Consultants, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Miami, County of Dade, State of Florida, has named Isabel Ruth Sanchez located at 9120 SW 157th Place, Miami, Florida 33196.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 25th day of April, 1997.

AND REGISTERED RESIDENT

AGENT.

PARRIS ASSOCIATES ACCOUNTING - TAX AND FINANCIAL SERVICES ACCOUNTING - TAX AND FINANCIAL SERVICES

12769 West Forest Hill Blvd. Suite E Wellington, Florida 33414 (407) 790-2092 (407) 795-0579 Fax (800) 339-2092

Secretary of State Corporation Records Bureau Department of State P.O. Box 6327 Tallahassee, Florida 32314

300002156783--6 -04/28/97--01095--020 *****70.00 ******70.00

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation for NERBY HILL, NC.

Also, please see enclosed check in the amount of 10000 to cover the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call the number listed.

Thank You.

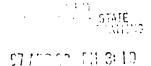
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Sincerely,

John Harris

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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLES I, NAME

The name of this corporation shall be:

DERBY HILL, INC.

ARTICLES II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One hundred (100) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One hundred (\$100.) dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 2680 Country Golf Drive Wellington, Florida 33414

,The Board of Directors may from time to time move the principal

office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

> William V. Brown 2680 Country Golf Drive Wellington, Florida 33414

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator:

William V. Brown 2680 Country Golf Drive Wellington, Florida 33414

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, William V. Brown, at 2680 Country Golf Drive, Wellington, Florida 33414, accepts this position signed below:

William V. Brown

The registered office will be located at 2680 Country Golf Drive, Wellington, Florida 33414.

4/25/97

4/25/97

William V Brown

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set our hands and seals this 25 12 day of APRIL for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

SWORN TO AND SUBSCRIBED BEFORE ME

THIS

John D. Harris

John D. Harris

John D. Harris

Notary Public, State of Florida & Commission No. CC 522672 & My Commission Expires 3/13/00 & Boaked Through Fla. Notary Service & Bonding Co.