

P970004199

LEZARU CORPORATION INDUSTRIES, INC.
 Requestor's Name
 90 S.W. 37 AVENUE, SUITE 10
 Address
 MIAMI, FLORIDA 33174 (305) 552-5973
 City/State/Zip Phone #

4000002169484--7
 -05/07/97--01055--018
 ****122.50 ****122.50

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. R. C. I. CORPORATION
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

57 MAY -8 PM 4:00
 1

- ☒ 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

Handwritten: 4474532
 397A-24204
 5/8

Examiner's Initials	RECEIVED 97 MAY -7 AM 10:26 OFFICE OF CORPORATION
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

LAZARUS

MIAMI, FL

SUBJECT: R.C.I. CORPORATION
Ref. Number: W97000010532

We have received your document for R.C.I. CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00024204

RECEIVED
97 MAY -9 PM 2:53
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

R.C.I. USA CORP.

ARTICLE I

The name of this corporation shall be: R.C.I. USA CORP.

ARTICLE II

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

ARTICLE III

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

This corporation is authorized to issue ONE HUNDRED (100)
shares of one dollar per value of common stock, which shall be
designated "common stock".

ARTICLE V

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 the right to purchase his pro rata share thereof (as nearly as may be done without of fractional share) at the price at which is offered to others.

ARTICLE VI

The street of the initial principal office of this corporation is:
2785 N.W. 82nd. Ave., Miami, Fl 33122
and the name of the initial Registered Agent of this corporation is:
Roberto M. Rebuffo, 2785 N.W. 82nd. Ave., Miami, Fl 33122

ARTICLES VII-INITIAL BOARD OF DIRECTORS

This corporation shall have Two director (s) 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. The name (s) and address (es) of the initial director (s) of the corporation is (are):

Roberto M. Rebuffo - President
2785 N.W. 82nd. Ave.
Miami, Fl 33122
Silvia Mercuri - Vice-President
2785 N.W. 82nd. Ave.
Miami, Fl 33122

ARTICLE VIII

1. The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaws adopted by the directors. The directors may not alter, amend or repeal any bylaws adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2. Any incorporator stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be deemed to have received proper notice of such meetings unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonable incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceeding in which he may be involved or to which he may be a party by reason of his being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

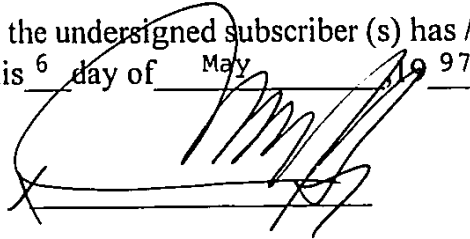
4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a or any corporation of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified, or approved by either: (a) a vote of majority of the outstanding shares of the stock in the corporation entitled to vote: or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in the contract or transaction who is present may participate in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner by permitted by law.

ARTICLE IX

The names (s) and addresses (s) of the person (s) signing these article (s) is
(are):

Roberto M. Rebuffo
2785 N.W. 82nd. Ave.
Miami, Fl 33122

In Witness whereof, the undersigned subscriber (s) has / have executed these
articles of incorporation this 6 day of May 19 97



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 MADE

In compliance with section 607.034 of the Florida Statutes, the following is
submitted: R.C.I. USA CORP.

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 Florida, has named:

as its agents to accept service of process within the State of Florida.

ACKNOWLEDGMENT

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

Dated this 6 day of May 1997


RESIDENT AND REGISTER AGENT