

P97000046504

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

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. U.S.A. NATIONAL CALLING CARDS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 400002191184--S
-05/27/97--01050--008
*****78.75 *****78.75

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2:00

Mail out Will wait Photocopy

Certified Copy 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

MAY 27 B3B

FILED
MAY 27 11:57
STATE

Examiner's Initials

ARTICLES OF CORPORATION

We, the undersigned, hereby associate ourselves together, for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

The name of Corporation shall be: U.S.A NATIONAL CALLING CARDS, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximun shares of stock, with \$1.00 per value, that this Corporation is authorized to have outstanding at any time is: Five hundred shares (500) Shares.

ARTICLE IV

The amount of capital with which this Corporation will begin business not be less than Five hundred Dollars. (\$500.00)

ARTICLE V

This Corporation is to have perpetued existence.

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MAY 27 AM 1:57
TALLAHASSEE STATE

ARTICLE VI

The principal office of this Corporation shall be: 7900 N.W.
36 Street, Miami, Fl. 33166.

ARTICLE VII

The number of the board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of Legislature shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

LUIS ARIAS 2810 S.W. 137 Ct. Miami, Florida, 33175	PRESIDENT	50%
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LUIS E. LALAMA 7900 N.W. 36 Street Miami, Fl. 33166	VICEPRESIDENT	50%
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ARTICLE VIII

The names of post office addresses of each subscriber to Certificate of Incorporation are as follows:

LUIS ARIAS
2810 S.W. 137 Ct.
Miami, Fl. 33175

LUIS E. LALAMA
7900 N.W. 36 Street
Miami, Fl. 33166

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or officer of, or are Directors of Officers of, such other Corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this Corporation, excepts as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers powers upon its Board of Directors or Officers, in addition to the powers authorized and expressly conferred by Statute. Both stockholders and Directors shall have the power. If the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designed by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any Corporation, all or any part of the business, good will, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto: and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

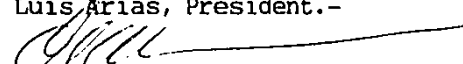
To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the articles as herein stated.

Subscribed at Miami, Dade County, Florida. This 22nd. day of
May, 19 97.



Luis Arias, President.-



Luis E. Lalama, Vicepresident.-

CERTIFICATE OF DESIGNATING CHANGE OF
PLACE OF BUSINESS OF DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

FILED

97 MAY 27 AM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in accordance with said Act:

That: U.S.A. NATIONAL CALLING CARDS, INC.
is qualified to do business under the laws of the State of
Florida, with its principal office at:

and has appointed: Luis Arias

Address: 2810 S.W. 137 CT. Miami, Fl. 33175

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated Corporation at the place designated in the 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.

Luis Arias

Luis E. Arias.- President.-