

P970000S1738

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

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SECRET  
TALLAHASSEE STATE  
FLORIDA

Office Use Only

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

1. S. D & C INTERNATIONAL, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #) 700002208777--2  
06/11/97 01069--004  
\*\*\*\*122.50 \*\*\*\*122.50

3. \_\_\_\_\_ (Corporation Name) (Document #)

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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/REINSTATEMENT	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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K.R. JUN 1 1 1997

ARTICLES OF INCORPORATION

OF

S.D. & C INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is S.D. & C INTERNATIONAL, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire  
Florida Bar No. 0480398  
ABE A. BAILEY, P.A.  
18350 N.W. 2nd Avenue, 5th Floor  
Miami, Florida 33169

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TALLAHASSEE, FLORIDA

#### ARTICLE V

The name of the initial registered agent of this corporation is SHELDON E. WEBB. The street address of the initial registered office of the corporation in the State of Florida is 1830 N.E. 142nd Street, #4B, North Miami, Florida 33181 and the principal place of business of the corporation is Village Park Towers, 1830 N.E. 142nd Street, #4B, North Miami, Florida 33181.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have two (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

Derrick E.S. Webb	1830 N.E. 142nd Street #4B North Miami, Florida 33181
Charmaine M. Webb	1830 N.E. 142nd Street, #4B North Miami, Florida 33181
Sheldon E. Webb	1830 N.E. 142nd Street, #4B North Miami, Florida 33181

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Derrick E.S. Webb, 1830 N.W. 142nd Street, #4B, North Miami, Florida 33181.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

#### ARTICLE IX INDEMNIFICATION

The Seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

ISSUANCE OF INITIAL SHARES  
(a) ACKNOWLEDGMENT OF SUBSCRIPTIONS:

The corporation hereby acknowledges that subscription were received by its and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
DERRICK E.S. WEBB	60%	\$ 1.00
CHARMAINE M. WEBB, M.D.	25%	\$ 1.00
SHELDON E. WEBB	15%	\$ 1.00

(b) PAYMENT OF SUBSCRIPTIONS: The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

(c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

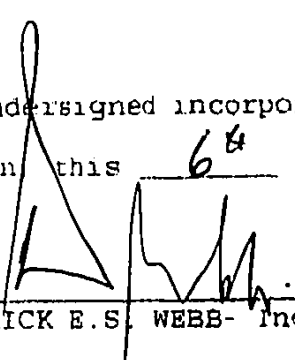
(d) ALLOCATION OF PROCEEDS: of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of June 1997

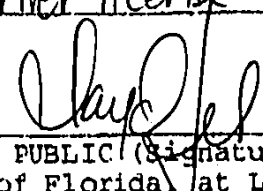
  
DERRICK E.S. WEBB- Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 6th day of June, 1997 by Derrick E.S. Webb as the Incorporator of S.D. & C INTERNATIONAL, INC. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification driver license and did (did not) take an oath.



My Commission # 0085779 Expires  
May 27, 2000  
BONDED THRU TROY HAN INSURANCE, INC.

  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires:

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

In compliance with Sections 48.091 and 607.034, Florida Statutes  
the following is submitted

FIRST that S.D. & C INTERNATIONAL, INC., desiring to organize  
or qualify under the laws of the State of Florida with its  
principal place of business at Village Park Towers, 1830 N.E. 142nd  
Street, #4B, North Miami, Florida 33181, and has named Sheldon E.  
Webb located at 1830 N.E. 142nd Street, #4B, Miami, Florida 33181  
as its agent to accept service of process within Florida

**ACKNOWLEDGMENT**

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

Dated this 6 day of 6<sup>th</sup>, 1997.

By 

SHELDON E. WEBB  
Registered Agent

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TALLAHASSEE, FLORIDA