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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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TALLAHASSEE, FLORIDA

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

1. R.D.P. COMPANY OF, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 200002223543--3

3. (Corporation Name) (Document #) -06/26/97--D1030--001  
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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/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <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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**ARTICLES OF INCORPORATION**

**OF**

**R.D.P. COMPANY 01, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name and Principal Address of the Corporation**

The name of this corporation shall be R.D.P. COMPANY 01, INC. and the initial principal place of business is 21541 S.W. 94 Avenue, Miami, Florida 33189.

**ARTICLE II.**

**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this corporation are as follows:

- (a) To engage in the business of managing and operating a restaurant.
- (b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange, or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses and interests of any sort in any such property.
- (c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, country, state, nation, or other body politic, or with any colony, depending or agency or any of the foregoing.

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any of all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger, or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with share of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued, or delivered by this Corporation or by any other corporation, association, person, or firm of the State of Florida or of any other state or nation and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers, and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation shall be regarded as independent objects and purposes and shall be constructed as powers as well as objects and purposes.

**ARTICLE III.**

**Stock**

The authorized capital stock of this Corporation shall consist of 500 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

**ARTICLE IV.**

**Incorporator**

The name and the street address of the Incorporator of this Corporation is as follows:

Richard D. Palmisciano  
21541 S.W. 94 Avenue  
Miami, Florida 33189

**ARTICLE V.**

**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.**

**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 21541 S.W. 94 Avenue, Miami, Florida 33189. The name of the initial Registered Agent of this Corporation at the above address shall be Richard D. Palmisciano. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VII.**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE VIII.**  
**Initial Board of Directors**

The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of Shareholders, and thereafter until his successor(s) is/are elected is as follows:

Richard D. Palmisciano  
21541 S.W. 94 Avenue  
Miami, Florida 33189

**ARTICLE IX.**  
**Officers**

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE X.**  
**By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XI.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.**  
**Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in this Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIII.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 23rd day of June, 1997.

By:   
Richard D. Palmisciano  
Incorporator

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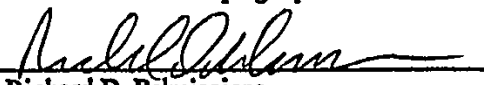
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections  
48.091 and 607.0501, the following is submitted:

R.D.P. COMPANY 01, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 21541 S.W. 94 Avenue, Miami, Florida 33189, as its initial Registered Office and has named Richard D. Palmisciano, located at said address, as its initial Registered Agent.

By:   
Richard D. Palmisciano  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By:   
Richard D. Palmisciano  
Incorporator

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