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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

000002240470--1

-07/17/97--01053--018

****122.50 ****122.50

Office Use Only

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

1. US BEEPERS & CELLULAR, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ 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

RECEIVED
97 JUL 17 AM 11:21
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
US BEEPERS & CELLULAR, INC.

FILED
97 JUL 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is US Beepers & Cellular, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (5,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

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 AND
PRINCIPAL ADDRESS

The name of the initial registered agent is Stuart H. Glauser and the street address of the initial registered agent is 12910 S.W. 84 Street, Miami, Florida 33183. The initial principal address where the corporation's business will be conducted is 1113 N Federal Highway, Ft. Lauderdale, Florida 33304.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
David Strum	11000 SW 128 Street Miami, FL 33176

ARTICLE VIII - INCORPORATOR

The name and address of the person or persons signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Stuart H. Glauser	12910 S.W. 84 Street Miami, FL 33183

ARTICLE IX - BY LAWS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

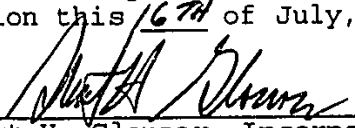
ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any other person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may lawfully be granted.

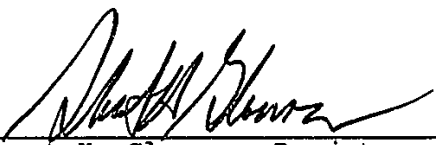
IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 16TH of July, 1997.


Stuart H. Glauser, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept the appointment as registered agent for
US Beepers & Cellular, Inc. I am familiar with and accept
the obligations of Section 607.325 and any other applicable
statutes.

7/16/97
Date


Stuart H. Glauser, Registered Agent

FILED
97 JUL 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA