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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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*****78.75 *****78.75

Office Use Only

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

1. A.B.C. MATTRESS DISCOUNT, 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

FILED
97 JUL 18 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 18 AM 10:49
DIVISION OF CORPORATION

K.R. JUL 18 1997

Examiner's Initials

ARTICLE OF INCORPORATION OF

A.B.C. MATTRESS DISCOUNT, INC.

ARTICLE I - NAME

The name of this Corporation is A.B.C. MATTRESS DISCOUNT, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is NORIS GUTIERREZ and the street address of the initial registered office of this Corporation is 6161 S. W. 8th. STREET, MIAMI, FLORIDA 33144.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have (1) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

NAME	ADDRESSES
NORIS GUTIERREZ	6161 S. W. 8TH. STREET MIAMI, FLORIDA 33144

ARTICLE VII- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director (s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or

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any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATORS

The person signing these articles is NORIS GUTIERREZ and her address is 6161 S. W. 8TH. STREET, MIAMI, FLORIDA 33144.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 6161 S. W. 8TH. STREET MIAMI, 33144, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

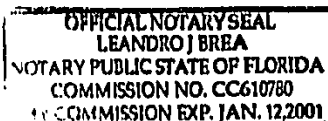
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this th. day of July, 1997.


NORIS GUTIERREZ

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared NORIS GUTIERREZ known to me and known by me to be the person, who, as Incorporator of A.B.C. MATTRESS DISCOUNT, INC. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of JULY, 1997.



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TALLAHASSEE
STATE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.- The name of the corporation is: A. B. C. MATTRESS
DISCOUNT, INC.

2.-The name and address of the registered agent and office is

NORIS GUTIERREZ

6161 S. W. 8TH. STREET

MIAMI, FLORIDA 33144

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE JUL 4 1997