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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1997

FILINGS, INC. 2805 LITTLE DEAL ROAD TALLAHASSEE, FL 32308

SUBJECT: MIAMI'S YOUNG FACES, INC.

Ref. Number: W97000016849

We have received your document for MIAMI'S YOUNG FACES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 697A00037100



ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is T & C Real Estate, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 8132 Trout River Drive Jacksonville, Florida 32208

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Morris Thomas Hopper 8132 Trout River Drive Jacksonville, Florida 32208

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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 IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 29, 1937

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that T & C Real Estate, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: July 29, 1937

Juon Koman Teresa Roman, Incorporator

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

Dated: July 29, 1937

Filings, Inc. by Teresa Roman, Vice-President

Seusa Romon

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

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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Foreign
Limited Partnership
Reinstatement
Trademark
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Merger

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 28, 1997

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVE SUITE 16 MIAMI, FL 33174

SUBJECT: G. P. ENTERPRISES, INC.

Ref. Number: W97000017319

We have received your document for G. P. ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 797A00037981

ARTICLES OF INCORPORATION

OF

GERMAN"S ENTERPRISES, INC.

I the undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby associate to form a Corporation under the Laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be: GERMAN'S ENTEPPRISES, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be the rental and selling of real estate, and any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, cancel, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trade marks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$ 500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 9010 S.W.137 Avenue, Suite 113 Miami Fl., 33186. The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

ARTICLE VII DIRECTORS

This corporation shall have not less than one director initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholder.

ARTICLE VIII BOARD OF DIRECTORS

The name and street address of the members of the first Board of Director are:

NAME

TITLE

ADDRESS

GERMAN PENA

President

9010 S.W. 137 Ave. Suite 113 Miami, Fl., 33186. ARTICLE IX SUBSCRIBERS FILED

97 JUL 29 PH 3: 41

NAME

ADDRESS

SHARES

SECRONSIDERATAPA TALLAHASSEF, FLORIDA

GERMAN PENA

9010 S.W. 137 Ave. Suite 113 Miami Fl., 33012.

500

\$ 500.00

ARTICLE X REGISTERED AGENT

The address of the Registered Office of this corporation shall be 9010 S.W. 137 Avenue Suite 113 Miami Fl., 33186 and the Registered Agent shall be: German Pena.

Pursuant to Florida Statues Section 607.164 having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this canacity and accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By

ARTICLE XI **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Director, proposed by him, to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote him on, unless the director and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA COUNTY OF DADE

HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized State and County above named to take in the acknowledgements personally appeared:

WITNE'SS my h this 24 day

1997

and and official seal in the County and State named above OFFICIAL NOTARY SEAL

ROSARIO NUNEZ MOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC629927 MY COMMISSION EXP. MAR. 16,2001

Notary Public, State at Large My Commission Expires:

GERMAN