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97 JUL 30 PM 2:33  
SEC. TELLER

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

Office Use Only

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

1. U.S.A. CAPITAL MORTGAGE INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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- Walk in     Pick up time 9:00     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

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

U.S.A. CAPITAL MORTGAGE INC.

I, the undersigned, hereby make, adopt, subscribe and acknowledge these Articles of Incorporation for the purpose of organizing and incorporating under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of the corporation for profit.

ARTICLE I NAME

The name of the corporation shall be:

U.S.A. CAPITAL MORTGAGE INC.

ARTICLE II - PURPOSE

The nature of the business, objects and purposes to be transacted and carried on are to engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 60 shares of common stock, having \$ 10.00 par value, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be \$ 600.00.

ARTICLE V - CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be:  
18883 NW 89 Ave. Miami, Florida. 33018

with the privilege of having branch or other offices at other places within or without the State of Florida. The principal office may be moved to such other address as the Board of Directors shall by resolution determine.

ARTICLE VII - NUMBER OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors consisting of two persons initially.

The number of directors may be changed from time to time By-Laws adopted by the stockholders; but shall never be less than the minimum number required by the laws of the State of Florida, as amended from time to time.

ARTICLE VIII - INITIAL DIRECTORS

<u>N A M E</u>	<u>A D D R E S S</u>
Carlos Cabassi.	18883 NW 89 Ave. Miami, Fl. 33018
Diana M. Cabassi.	18883 NW 89 Ave. Miami, Fl. 33018

ARTICLE IX - OFFICERS

<u>N A M E</u>	<u>T I T L E</u>
Carlos Cabassi.	President.
Diana M. Cabassi.	Secretary/Treasurer.

ARTICLE X - SUBSCRIBERS

The name and post office addresses of the subscribers to these articles are as follow :

<u>N A M E</u>	<u>A D D R E S S</u>
Carlos Cabassi.	Same as article VIII

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote.

ARTICLE XII - REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the corporation is:

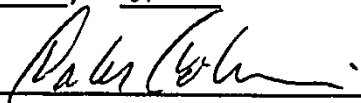
18883 NW 89 Ave. Miami, Fl. 33018

and the registered agent is:

Carlos Cabassi.

The undersigned has (have) executed these Articles of Incorporation this:

27th day of July, 19 97

 (SEAL)  
Carlos Cabassi-President.

\_\_\_\_\_ (SEAL)

\_\_\_\_\_ (SEAL)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: U.S.A CAPITAL MORTGAGE INC.

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

CARLOS CABASSI.

(NAME)

18883 NW 89 Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl. 33018

(CITY/STATE/ZIP)

97 JUL 30 11 33 AM '97  
FBI MIAMI

SIGNATURE 

(CORPORATE OFFICER)

TITLE President.

DATE 7-27-97

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 7-27-97