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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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97 AUG 27 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. CAL-DE-VILLA AND ASSOCIATES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 200002278432--4
(Corporation Name) (Document #) -08/27/97--01065--005
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4. _____
(Corporation Name) (Document #)

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<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
CAL-DE-VILLA AND ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE I

The name of the corporation shall be CAL-DE-VILLA AND ASSOCIATES, INC. The principal place of business of this corporation shall be 20201 SW 92 Avenue, Miami, Florida 33189.

ARTICLE II

The Corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III

The general nature of the business to be carried out by the Corporation as follows:

- 1) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.
- 2) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or

pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state.

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Hundred (100). The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

The name and street address of the initial registered agent of the Corporation is:

Alejandro Caldevilla
20201 SW 92 Avenue
Miami, Florida 33189

ARTICLE VII

The name and the post office address of the Director of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the existence of the Corporation or until his successor/s is/are elected and qualified is:

Alejandro Caldevilla
20201 SW 92 Avenue
Miami, Florida 33189

President and Secretary

A Board of Directors consisting of not less than One (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other

purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLES VIII

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLES IX

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE X

The name and address of the incorporator is as follow:

Alejandro Caldevilla
20201 SW 92 Avenue
Miami, Florida 33189

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation this 22nd day of August 1997.



ALEJANDRO CALDEVILLA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named registered agent to accept service of process for CAL-DE-VILLA AND ASSOCIATES, INC., at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent.


ALEJANDRO CALDEVILLA

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