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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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. THE OFF-SHORE FINANCIAL INSTITUTE, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_ 300002279719--6  
(Corporation Name) (Document #) 08/28/97--01059--031  
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4. \_\_\_\_\_  
(Corporation Name) (Document #)

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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

ARTICLES OF INCORPORATION  
OF  
THE OFF-SHORE FINANCIAL INSTITUTE, INC.

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ARTICLE I - NAME

The name of this Corporation is The Off-Shore Financial  
Institute, Inc.

The mailing address of this Corporation is:

4000 Hollywood Boulevard, Suite 500N  
Hollywood, Florida 33021

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any  
activities or business permitted by applicable law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is  
authorized to have outstanding at any time is 1000 shares of common  
stock having a par value of 1.00 per share. The consideration to be  
paid for each share of stock shall be fixed by the Board of  
Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 4000 Hollywood Boulevard, Suite 500N, Hollywood, Florida 33021 and the initial registered agent of this Corporation at such office shall be Richard Bell who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Richard Bell	4000 Hollywood Boulevard, Suite 500N Hollywood, Florida 33021
Christina L. Bell	4000 Hollywood Boulevard, Suite 500N Hollywood, Florida 33021
Rafael A. Perez	4000 Hollywood Boulevard, Suite 500N Hollywood, Florida 33021

#### ARTICLE VII - BY-LAWS

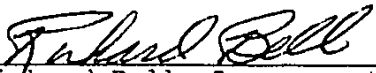
The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or the Directors.

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Richard Bell	4000 Hollywood Boulevard, Suite 500N Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 21st day of August,  
1997.

  
\_\_\_\_\_  
Richard Bell, Incorporator

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ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of THE OFF-SHORE FINANCIAL INSTITUTE, INC. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: August 21, 1997

A handwritten signature in cursive script, appearing to read "Richard Bell", is written over a horizontal line.

Richard Bell, Registered Agent