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LAZARUS COR	PORATE INDUSTRIES, INC. equestor's Name	
	AVENUE, SUITE: 16	
050 S.W. 07	Address	-
MIANI DIO		
City/State	RIDA 33174 (305)552-5973 e/Zip Phone #	<u>-</u>
LOCAL REPRESENTATIVE TALLAHASSEE Office Use Only		
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NEW FILINGS	AMENDMENTS	20 1
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	S. REGISTRATION/S	
Annual Report	Foreign	
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ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE TALL AHASSEE FLORIDA

COSO, INC.

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: COSO, INC.

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation shall be 1416 Michigan Avenue, Miami Beach, Florida 33139

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV CAPITAL STOCK

The corporation shall be authorized to have a maximum of 7000 shares of stock outstanding at one time. The share of stock authorized shall have a par value of \$ 1.00 per share.

COSO, INC. Articles of Incorporation Page No. 2

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others, which price in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE V AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$500.00.

ARTICLE VI TIME OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have power to have succession by its corporate name perpetually.

ARTICLE VII INITIAL REGISTERED AGENT

The Street Address of the Initial Registered Office of this Corporation is 1416 Michigan Avenue, Miami Beach, FL. 33139 and the name of the Initial Registered Agent of this Corporation at that address is ROBERTO CONTRERAS.

COSO, INC. Articles of Incorporation Page No. 3

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

ROBERTO CONTRERAS President-Director 1416 Michigan Avenue Miami Beach, Florida 33139

AUGUSTO SOTOLONGO 1111 Biscayne Blvd. Apartment No. 2005 Miami, Florida 33139 Secretary-Treasurer-Director

ARTICLE IX INCORPORATORS

The names and addresses of the persons signing these Articles are:

ROBERTO CONTRERAS 1416 Michigan Avenue Miami Beach, Florida 33139

AUGUSTO SOTOLONGO 1111 Biscayne Blvd. Apt. #2005 Miami, Florida 33168

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

COSO, INC. ARTICLES OF INCORPORATION Page No. 4

ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended 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, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

ROBERTO CONTRERA

AUGUSTO SOTOLONGO

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERTO CONTRERAS AND AUGUSTO SOTOLONGO, well known to me to be the persons who voluntarily executed the foregoing Articles of Incorporation and who executed same for the purposes stated therein.

COSO, INC. ARTICLES OF INCORPORATION Page No. 5

SWORN TO AND SUBSCRIBED before me, this Adday of AUGUST,

1997, at Miami, Dade County, Florida.

Associaly theory to see

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE SEP -2 PM 1:02

In compliance with Section 607.034, of Ather Florida TATE Statutes, the following is submitted:

COSO, INC.

Under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named ROBERTO CONTRERAS, located at 1416 Michigan Avenue, Miami Beach, Florida 33139, County of Dade, State of Florida, as its agent to accept service of process within the State of Florida.

<u>ACKNOWLEDGMENT</u>

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED, this 29 day of AUGUST, 1997.

ROBERTO CONTRERAS
Resident and Registered Agent