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BAZARUS 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

FILED
97 SEP 15 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. CALDWELL LENDING, INC.

(Corporation Name)

(Document #)

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2.

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(Corporation Name)

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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

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DIVISION OF CORPORATION

K. Rolfe SEP 15 1997

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
CALDWELL LENDING, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Caldwell Lending, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is : Caldwell Lending, Inc.
The principal place of business of this corporation shall be:

900 S.W. 84th Ave. #210
Miami, Fl. 33144

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of receipt and acknowledgment of these Articles of Incorporation.

ARTICLE III PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any and all lawful act of General Corporation Law of Florida, including without limitation the ability to and engage in all other matters incident thereto.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent is Maria Caldwell and the street address of the initial registered office is 900 S.W. 84th Ave. #210 Miami, Fl. 33144.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two-(2) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

The name and street address of the initial directors are:

Maria Caldwell	900 S.W. 84th Ave. #210 Miami, Fl 33144
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Mark McDannold	900 S.W. 84 th Ave. #210 Miami, Fl. 33144
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Maria Caldwell 900 S.W. 84th Ave.#210
Miami, Fl 33144

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

AS REGISTERED ACCEPTANCE OF APPOINTMENT AGENT

Having been named as registered agent for Caldwell Lending, Inc. at the place designated in said articles of incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY:


Maria Caldwell
Incorporator

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