

LAZARUS CORPORATE INDUSTRIES, INC

890000081844

890000081844

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. AP. American International, Corp
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 000002299380--2
-09/22/97--01085--004
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4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2:00

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

STATE OF FLORIDA
TALLAHASSEE

97 SEP 22 PM 1:06

FILED

9/22

RECEIVED
SEP 22 11:01 AM '97
OFFICE OF CORPORATION

Examiner's Initials

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of
Becoming a corporation under the laws of the State of Florida, providing for the
Formation , liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

AP. AMERICAN INTERNATIONAL, CORP.

ARTICLE II, NATURE OF BUSINESS

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

That the present main business of the corporation is as follows:

Import & Export

Commercial Equipment and Supplies

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is One hundred (100) Shares of common stock, of \$10.00
(Ten dollars) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than \$500.00 (Five hundred) Dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

the initial street address in this State of the principal office of the corporation shall be; The Board of Directors may from time to time move the principal office to any other Address in Florida.

13505 North West 42 Ave.

Opalocka Fl. 33054

ARTICLE VII, DIRECTORS

This corporation shall have **two (2)** Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any Time hereafter as a director or officer of the corporation, and any person who serves at The request of this corporation, as a director or officer of any other corporation, from And against any and all claims and liabilities to which such person shall become subject By reason of this having heretofore or hereafter being a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or

Omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting

of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, which the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers , who, subject to the provisions of these Articles of Incorporation, By-Laws of this corporation and the corporation laws of the State of Florida, shall hold office the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME	TITLE	ADDRESS
Angel Pena	President/T.	13505 N.W. 42nd Ave Opalocka Fl. 33054
Nagel Pena Jr.	Vice President/S	5940 E. 5th Ave Hialeah Fl. 33013

ARTICLE IX, INCORPORATORS

The names and addresses of each incorporators of these Articles of Incorporation are as follows:

NAME	ADDRESS
Angel Pena	13505 N.W. 42nd Ave. Opalocka Fl. 33054
Angel Pena Jr.	5940 E. 4th Ave. Hialeah Fl. 33013

ARTICLE X, OFFICERS

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XI, AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision Contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred to stockholders herein granted subject to this reservation.

**ARTICLE XII, REGISTERED AGENT
AND REGISTERED ADDRESS**

**ANGEL PENAS JR.
5940 E. 5 th Ave.
Hialeah, Fl. 33013-1314**

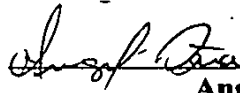
IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have

hereunto set our hands and seals this 18 day of Sep 1997

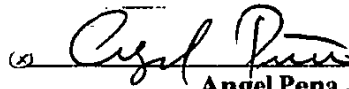
For the purpose of forming this Corporation under the laws of the State of Florida,

and hereby make and file, in the office of the Secretary of the State of Florida,

these Articles of Incorporation, and certify that the facts herein stated are true.



Angel Pena



Angel Pena Jr.

ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT

The undersigned, named as Resident Agent in the XII Articles of Incorporation of
AP. AMERICAN INTERNATIONAL, CORP. does hereby accept the
designation of Resident Agent and agrees to perform those duties until and unless
removed by the Board of Directors of said Corporation.

Dated at Miami, Dade County, Florida, this 18 Day of sep 1997



Angel Pena Jr

STATE OF FLORIDA>

SS;

COUNTY OF DADE>

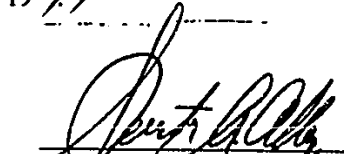
BEFORE ME, personally appeared

ANGEL PENA AND ANGEL PENA JR.

Known to me to be the persons described in and who executed the foregoing
Articles of Incorporation and acknowledged before me that they executed same
Freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County,

Florida, this 18 Day of Sep 19 97


NOTARY PUBLIC
Santos A. Alba

Notary Public, State of Florida
Commission No. CC631314
My Commission Exp..04/07/2001
1-800-3-NOTARY-Fla. Notary Service & Bonding Co.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED