CONTOCO PORTE INDUSTRIES, INC.

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

Office Use Only

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

1. F/L	COCH TE	DUCH INT	ERNATIC ument #)	DNAC	7/N
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NEW FILINGS		
X	Profit	
<u></u>	NonProfit	
	Limited Liability	
	Domestication	
	Other	

AMENDMENTS TO STATE OF STATE O
 Amendment
 Resignation of R.A., Officer/ Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

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OTHER FILINGS
Annual Report
Fictitious Name
 Name Reservation

AREGISTRATION QUALIFICATION
 Foreign
 Limited Partnership
Reinstatement
 Trademark
Other

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Examiner's Initials

103/97

ARTICLES OF INCORPORATION OF

FRENCH TOUCH INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

FRENCH TOUCH INTERNATIONAL, INC.

97 OCT 31 PM 1:56

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting in any or alllawful business authorized and according to the laws and regulations of the State of Florida and the United States of America.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is:

60 MIRACLE MILE CORAL GABLES, FL 33134

and the name of the initial registered agent of this corporation at that address is:

JORGE L. COHEN

The principal Office and/or mailing address will be 60 Miracle Mile, Coral Gables, Fl 33134

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided, in, the bylaws of the corporation.

The name and street address of the initial directors are:

JORGE L. COHEN 60 MIRACLE MILE CORAL GABLES, FL 33134	25%	President
SARITA EPHRON 60 MIRACLE MILE CORAL GABLES, FL 33134	25%	Vice-President
MIRTA S. QUIROGA 60 MIRACLE MILE CORAL GABLES, FL 33134	50%	Secret. & Treasurer

ARTICLE VII

BYLAWS

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

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned officers has executed the Articles of Incorporation this 29th day of October, 1997.

Jorge L. Cohen

President

See next page for notarization of this document.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this <u>29TH</u> day of October, 1997 by Jorge L. Cohen.

Signed before me, a Notary Public for the State of Florida at large.

Notary Public

CERTIFICATE DESIGNATING REGISTER AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes the following is submitted:

Jorge L. Cohen

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Register Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signed this 29th day of October

Jorge L. Cohen