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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. ALL INSPECTIONS INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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

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DIVISION OF CORPORATION

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K. Rolfe NOV 4 1997

Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

ALL INSPECTIONS, INC.

ARTICLE I-NAME

The name of this corporation is ALL INSPECTIONS, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value common stock.

ARTICLE V- RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this

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corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial <sup>principal</sup> registered office of this corporation is: 1410 S.W. 78 Avenue, Miami, Florida 33144.

The name of the initial registered agent of this corporation at that address is: JAMES A. DETRICK.

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have Two director initially. The number of director may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than Two. The names and addresses of the initial directors of this corporation are:

<u>JAMES A. DETRICK, President</u>	<u>995 N.W. 87 Avenue</u> <u>Coral Springs, Florida</u> <u>33071</u>
<u>JOSE M. GARCIA, Vice President</u>	<u>1410 S.W. 78 Avenue</u> <u>Miami, Florida 33144</u>

**ARTICLES IX-INCORPORATORS**

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

<u>JAMES A. DETRICK</u>	<u>995 N.W. 87 Avenue</u> <u>Coral Springs, Florida</u> <u>33071</u>
<u>JOSE M. GARCIA</u>	<u>1410 S.W. 78 Avenue</u> <u>Miami, Florida 33144</u>

ARTICLES X-BYLAWS

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

ARTICLE XI-RESTRICTIONS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

JAMES A. DETRICK .....50 Shares  
JOSE M. GARCIA .....50 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

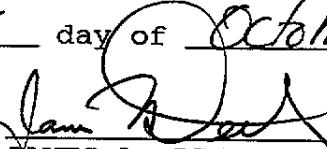

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31 day of October, 1996.

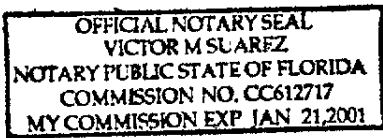
  
\_\_\_\_\_  
JAMES A. DETRICK  
  
\_\_\_\_\_  
JOSE M. GARCIA

STATE OF FLORIDA     )  
                                  )S.S  
COUNTY OF DADE     )

BEFORE ME, an officer duly authorized in the States aforesaid and in the County aforesaid, to take acknowledgments,

personally appeared JAMES A. DETRICK and JOSE M. GARCIA to me known to be the persons described in and who executed the same for the purposes therein the expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 31 day of October, 1997.



Victor M Suarez  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:

