LAZARUS CORPORATE INDUSTRIES, INC. Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (105)552-5973 City/State/Zip

LOCAL REPRESENTATIVE TAILAHASSEE

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Office Use Only

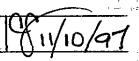
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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3	(Corpoi	ation Name)	(De	ocument #)	
4	(Corpor	ation Name)	(De	ocument#)	22 9
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Other

Examiner's Initials





ARTICLES OF INCORPORATION OF ROMO AUTO PARTS IMPORT & EXPORT, INC.

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be:

ROMO AUTO PARTS IMPORT & EXPORT, INC.

ARTICLE II PURPOSE / NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK OF CORPORATION

The maximum number of shares that this corporation is to have outstanding at any one time is <u>One Hundred</u> (100) shares of common stock, having a par value of <u>One</u> Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in lawful money of the United States of America or in goods or services.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

ARTICLE VI ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

ROMO AUTO PARTS IMPORT & EXPORT, INC. 1601 SW 32 AVE MIAMI, FLORIDA 33145

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLES VII SUBSCRIBER(S) OF THE CORPORATION

The name and street address of the subscriber(s) of the Articles of Incorporation is:

NAME

ADDRESS

1. FERNANDO J. MONTEALEGRE

15633 SW 110 TERR MIAMI, FLORIDA 33196

2. RAMON ROSTRAN

1601 SW 32 AVE MIAMI, FLORIDA 33145

ARTICLE VIII DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one (1) director. The names and street address of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

NAME

ADDRESS

1. FERNANDO J. MONTEALEGRE

15633 SW 110 TERR MIAMI, FLORIDA 33196

2. RAMON ROSTRAN

1601 SW 32 AVE MIAMI, FLORIDA 33145

ARTICLE IX AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors, of this corporation, shall be FERNANDO J. MONTEALEGRE and RAMON ROSTRAN acting in the capacity as to sign and execute any: contract(s), agreement(s), pledge(s), draft(s), and/or any instrument(s) with such third-parties to obligate and compel ROMO AUTO PARTS IMPORT & EXPORT, INC. to perform according to the terms and conditions of such agreement.

ARTICLE X INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no documents of this corporation except as conferred by statue, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X1 INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to, attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

ARTICLE XII AMENDMENTS(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

IN WITNESS WHEREOF, I/We have set our hand and seals at Miami, County of Dade, State of Florida this thirtieth day of October, 1997. Jamen

RAMON ROSTRAN, Subscriber

STATE OF FLORIDA)

89

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared RAMON ROSTRAN who acknowledges to having executed the foregoing instrument (X) who is personally known to me and/or () who has _ as identification produced and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this thirtieth day of cotober, 1997.

seventh

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Affix Notary Public's

AISA PERERA My Commission CC437878 Expires Feb. 08, 1999 Bonded by ANB 800-852-5878

IN WITNESS WHEREOF, I/We have set our hand and seals at Miami, County of Dade, State of Florida this thirtieth day of October, 1997.

FERNANDO J. MONTEALEGRE, Subscriber

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FERNANDO J. MONTEALEGRE who acknowledges to having executed the foregoing instrument (x) who is personally known to me and/or () who has produced _______ as identification and who did take an oath.

witness my hand and seal in the County and State last aforesaid this thirtieth day of Getaber, 1997

Sevelh

NOTARY PUBLIC-State of Florida

Affix Notary Public a Seal

AISA PERERA
My Commission CC437878
Expires Feb. 08, 1999
Bonded by ANB
800-852-5878

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ARTICLE XIII REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered offices shall be located at:

FERNANDO J. MONTEALEGRE 15633 SW 110 Terrace Miami, Florida 33196

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

Registered Agent

Print Name: FERNANDO J. MONTEALEGRE