

LAZARUS CORPORATE INDUSTRIES, INC.
 8900 BAYVIEW AVENUE, SUITE 1100
 MIAMI, FLORIDA 33174 (305) 552-5973
 City/State/Zip Phone #

P9700098206

Office Use Only

JUDICIAL REPRESENTATIVE TALLAHASSEE

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

1. SOUTHBATE FREIGHT & TRADE INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 97 NOV 18 PM 1:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 *****78.75 *****78.75

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

RECEIVED
 97 NOV 18 AM 10:45
 DIVISION OF CORPORATION

[Handwritten signature]

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
SOUTHGATE FREIGHT & TRADE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SOUTHGATE FREIGHT & TRADE INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have power:
To have perpetual succession by its corporate name:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual per value of \$1 (ONE DOLLAR)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:

The initial principal office shall be:

8028 N.W. 66th Street
Miami, Fl. 33166.

The initial Resident Agent and address shall be:

Ernesto Gutierrez
7345 S.W. 21 Street
Miami, Fl. 33155

ARTICLES VI

The initial board of Directors shall consist of a total of Two (2) person, and the name and address of the person who is to serve as an initial director is:

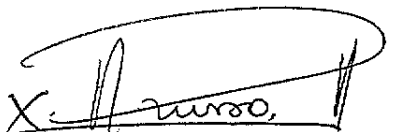
President: Johana Russo
8028 NW 66th Street
Miami, Fl. 33166

Vice-Presid: Maria J. Coeiho
8028 NW 66th Street
Miami, Fl. 33166

The name and address of the incorporator executing these Articles of incorporation is:

Johana Russo
8028 NW 66th Street
Miami, Fl. 33166

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these
Articles of Incorporation this 17 day of November , 19 97.



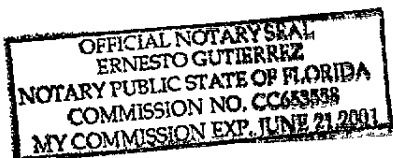
STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state
and county set forth above, personally appeared Johana Russo known to
me and known by me to be the person(s) who executed the foregoing Articles of Incorporation,
and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the state and county aforesaid, this 17 day of November , 19 97.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.- THE NAME OF THE CORPORATION IS: _____

SOUTHGATE FREIGHT & TRADE INC.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _____

ERNESTO GUTIERREZ

NAME

7345 S.W. 21 STREET

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33155

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT HE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____

11-17-97

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TALLAHASSEE, FLORIDA