

LEZARUS CORPORATE INDUSTRIES, INC.

70000101948

Requestor Name
300 S.W. 107 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. MIDWEST GEAR AND DIESEL CO.
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 700002361867--4
-12/03/97--01029--049

3. _____ (Corporation Name) (Document #)
*****78.75 *****78.75

4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time 2.00
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -3 PM 3:07

FILED

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non-Profit |
| <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 |

DIVISION OF CORPORATION

97 DEC -3 AM 11:07

RECEIVED

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

ARTICLES OF INCORPORATION
MIDWEST GEAR AND DIESEL CO.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:
MIDWEST GEAR AND DIESEL CO.

With the principal place of business located at:
2404 HOLLYWOOD BLVD
HOLLYWOOD FL 33.120

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
2404 HOLLYWOOD BLVD
HOLLIWOOD FL 33120

The Name of the initial REGISTERED AGENT of this Corporation is:
CLOVIS MAIA DE MENDONÇA JUNIOR

PREPARED BY: THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
2404 HOLLYWOOD BLVD
HOLLYWOOD, FL 33020

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - CLOVIS MAIA DE MENDONÇA JUNIOR
Vice-President: LUIZ CARLOS CAMARINHA SALGADO

ARTICLE VII
INCORPORATOR

CLOVIS MAIA DE MENDONÇA JUNIOR
2404 HOLLYWOOD BLVD
The name and address of the person signing this article is
HOLLYWOOD FL 33120

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

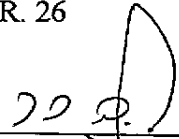
ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested en the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this NOVEMBER. 26 , 1997.



Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

CLOVIS MAIA DE MENDONÇA JUNIOR

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED SAME.

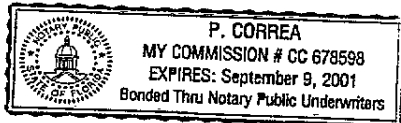
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 26 DAY OF NOVEMBER , 1997



NOTARY



CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT MIDWEST GEAR AND DIESEL CO.,
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE
OF FLORIDA HAS APPOINTED:

CLOVIS MAIA DE MENDONÇA JUNIOR
AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

MIDWEST GEAR AND DIESEL CO..

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.

THIS 26 DAY OF NOVEMBER

, 1997


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA