

P97000102273

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. HIALEAH TRUST INVESTMENT CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
 97 DEC -4 PM 12:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- 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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RECEIVED
 97 DEC -4 AM 11:04
 DIVISION OF CORPORATION

Examiner's Initials 12/4/97

ARTICLES OF INCORPORATION
OF
HIALEAH TRUST INVESTMENT CORP.

FILED
97 DEC -4 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is:

HIALEAH TRUST INVESTMENT CORP.

ARTICLE II

PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI

MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, and mailing address of the Corporation is:
2261 W. 53rd Street, #2, Hialeah, Florida 33016, and the Registered Agent is :
CAMELIA VEGA, at the same above-referenced address.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers. While the By-Laws do not specify otherwise, the corporation shall have one director.

Until the organizational meeting of the corporation, or any other meeting in which directors are elected, the director of the corporation shall be:

CAMELIA VEGA
address: 2261 W. 53rd St., # 2,
Hialeah, Florida 33016

ARTICLE VIII

OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to hold the officer so-appointing in such officer's functions. While the By-Laws of the corporation do not provide otherwise, this corporation shall have the following officers: President.

Until officers are elected by the Board of Directors or the shareholders, CAMELIA VEGA, shall be the President.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these articles is:

<u>Name</u>	<u>Street Address:</u>
CAMELIA VEGA	2261 W. 53 St., Apt. 2 Hialeah, Florida 33016

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant, then, within thirty (30) days of receiving notice of deadlock from the other, the other party may petition the Dade County Bar Association and/or the Dade County Certified Public Accountants

Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of simple negligence. The members of the panel shall be entitled to reasonable compensation for their services.

ARTICLE XII

DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 3d day of December, 1997.



CAMELIA VEGA

FILED
97 DEC -4 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida)

County of Dade)

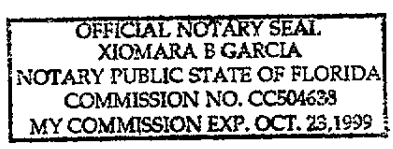
BEFORE ME, the undersigned authority, personally appeared CAMELIA VEGA, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same, this 3d day of December, 1997.

*I. D. Driver's License V200-104-46-523
A/K/A Camelia Diaz Vega*

Xiomara B Garcia

Notary Public

My commission expires:



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Camelia Vega

CAMELIA VEGA