

P97000108340

LAZARUS CORPORATION 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. ITC ENERGY SERVICES INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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97 DEC 29 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ 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

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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

97 DEC 29 AM 8:17
12/29/97
[Signature]

Examiner's Initials

ARTICLES OF INCORPORATION
OF

ITC ENERGY SERVICES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is:

ITC ENERGY SERVICES, INC.

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:
780 N.W. LeJeune Road, Suite 423, Miami, Florida 33126-5536, and the Registered Agent is : CARMEN G. AMADOR, ESQ., at the same aforementioned 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.

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.

ARTICLE IX
INCORPORATORS

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

<u>Name</u>	<u>Street Address:</u>
Interamerican Thermoelectric Corporation, Ltd., a British Virgin Island corporation	Centro Comercial Ciudad Tamanaco C.C.C.T. Primera Etapa, Piso 4, Oficina 432 Caracas, Venezuela

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.

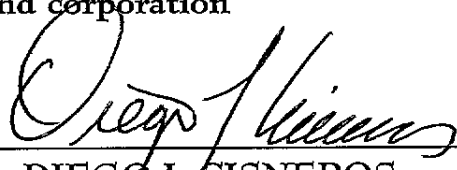
ARTICLE XII

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 22nd day of December, 1997.

INTERAMERICAN THERMOELECTRIC
CORPORATION, LTD., a British Virgin
Island corporation


BY: DIEGO J. CISNEROS
Title: Director


BY: BONI GAROFALO
Title: Director

State of Florida)

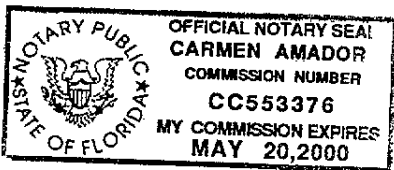
County of Dade)

BEFORE ME, the undersigned authority, personally appeared Diego J. Cisneros
Director of Interamerican Thermoelectric Corporation, Ltd., a British Virgin
 Island corporation, on behalf of the corporation. He is personally known to me or has
 produced ~~xx~~ as identification, on this 22nd day of Decem-
ber, 1997.

Armen Amador

Notary Public - State of Florida

My commission expires:

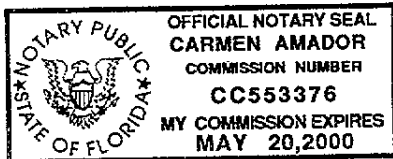


State of Florida)
County of Dade)

BEFORE ME, the undersigned authority, personally appeared BONI GAROFALO, director of Interamerican Thermoelectric Corporation, Ltd., a British Virgin Island corporation, on behalf of the corporation. He is personally known to me or has produced FLORIDA DRIVER'S LICENSE as identification, on this 10th day of November, 1997.

Carmen Amador
Notary Public, State of Florida

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.


CARMEN G. AMADOR
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA