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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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****122.50 ****122.50

OFFICE USE ONLY

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

1. ALL FLOORS-CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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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

RECEIVED
98 FEB -3 AM 11:10
DIVISION OF CORPORATION

FILED
98 FEB -4 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Wolfe FEB 3 1998
W98-2438

CR2E031(9/92) K. Wolfe FEB 4 1998

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

LAZARUS

SUBJECT: ALL FLOORS CORP.
Ref. Number: W98000002438

We have received your document for ALL FLOORS CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU MAY ONLY LIST ONE REGISTERED AGENT IN ARTICLE IV. PLEASE REMOVE ONE OF THE NAMES LISTED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 698A00006095

RECEIVED
98 FEB -4 AM 11:08
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

ALL FLOORS CORP.

FILED
98 FEB -4 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

ALL FLOORS CORP.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That ALL FLOORS CORP. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name LUIS M. RUBALCABAL at 9461 DANA ROAD, MIAMI, FL 33157 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: x


LUIS M. RUBALCABAL

Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

9461 DANA ROAD

MIAMI, FLORIDA 33157

ARTICLES VI

DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (2) Director(s) initially.

The name and address of the initial Directors of this Corporation are:

<u>NAME</u>		<u>ADDRESS</u>
LUIS M. RUBALCABAL	PRES/TREAS	9461 DANA ROAD MIAMI, FL 33157
SILVIA M. RUBALCABAL	SEC	SAME

ARTICLES VII
INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
LUIS M. RUBALCABAL	50% SHARES	9461 DANA ROAD MIAMI, FL 33157
SILVIA M. RUBALCABAL	50% SHARES	SAME

ARTICLES VIII
INDEMNIFICATION


Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.


LUIS M. RUBALCABAL
PRES/TREAS


SILVIA M. RUBALCABAL
SEC

FILED
98 FEB -4 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA