

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

600002869186--7
-05/10/99-01081-023
*****78.75 *****78.75

OFFICE USE ONLY

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

1. EZ BANKRUPTCY, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

99 MAY 10 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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

1099-10277
RECEIVED
99 MAY 10 AM 11:27
TALLAHASSEE FLORIDA
213

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 1999

LAZARUS

MIAMI, FL

SUBJECT: EZ BANKRUPTCY, INC.
Ref. Number: W99000010877

We have received your document for EZ BANKRUPTCY, INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

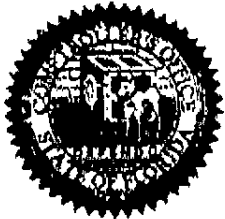
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 599A00025471

RECEIVED
MAY 13 11:17
DIVISION OF BANKING
TALLAHASSEE, FLORIDA



ROBERT M. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

May 11, 1999

Mr. David A. Belsky
1450 Madruga Avenue
Suite 406
Coral Gables, Florida 33146

Dear Mr. Belsky:

Re: "EZ Bankruptcy, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Art Simon".

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(950) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
EZ BANKRUPTCY, INC.**

I

The name of the corporation is: EZ BANKRUPTCY, INC.

II

The term for which this corporation shall exist shall be perpetual. The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Any lawful business permitted by law, including but not limited to:

To engage in any service industry permitted by law.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair, and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange thereof its own stock, bonds and other obligations.

To own, lease, rent, operate, and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, farms, newsstands, dance halls, theaters, and other places of public entertainment.

To own, lease, use experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature, to carry on such business as wholesalers,

retailers , importers and exporters , to acquire all such merchandise , supplies materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting , construction , repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure , the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses , and have , exercise and enjoy the powers and privileges granted to corporations for profit by chapter 606, Florida Statutes 1975 , as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes , of the attainment of any of the objects or for the furtherance of the powers herein set forth , either alone or in association with other corporations, firms or individuals , incidental or appurtenant to or growing out of or connected with the aforesaid business or powers , or any part thereof; provided , that the same be not inconsistent with the law under which this corporation is organized.

III

The corporation is authorized to issue 3000 shares of \$.50 par value common stock , which shares shall be designated "COMMON STOCK".

IV

Every shareholder , upon the sale for cash of any new stock of this corporation of the same kind , class or series , as that which he already holds , shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

V

The street address of the initial registered office and principal place of business of this corporation is:

1450 Madruga Ave.
Suite 406
Coral Gables , FL 33146

and the name of the initial registered agent of this corporation at that address is :

David A. Belsky

VI

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1) nor more than Five (5). The name (s) and address (es) of the initial director (s) of this corporation are:

NAME

ADDRESS

David A. Belsky

1450 Madruga Ave.
Suite 406
Coral Gables , FL 33146

VII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

David A. Belsky
1450 Madruga Ave.
Suite 406
Coral Gables , FL 33146

VIII

The name and address of the incorporator (s) signing these Articles is:

NAME

ADDRESS

David A. Belsky

1450 Madruga Ave., Suite 406
Coral Gables , FL 33146

IX

If , at any time , any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing , to the Board of Directors , stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

The initial shareholders of the corporation shall have a right of survivorship with respect to any other initial shareholder's shares which the deceased initial shareholder owned at the time of his/her death. There will be a legend typed on the certificates attesting clearly that there are restrictions in the transfer and/or sale of such shares.

**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:

EZ BANKRUPTCY, INC.

2. The name and address of the registered agent and office is:

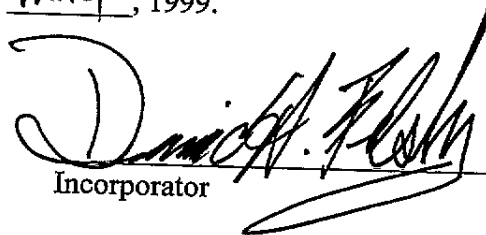
David A. Belsky
1450 Madruga Avenue, Suite 406
Coral Gables FL 33146

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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: 5-8-99

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3rd day of MAY, 1999.


Incorporator

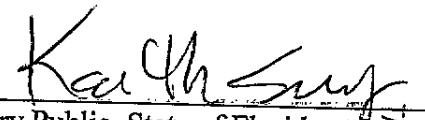
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

The forgoing instrument was acknowledge before me this 3rd day of MAY, 1999 by David Belsky who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.

SWORN TO AND SUBSCRIBED, before me this 3rd day of MAY, 1999.


Notary Public, State of Florida at Lar

My Commission Expires:



Keith Schaefer
Print Name of Notary