

P96000044267

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. BRIALAN CORP.
(Corporation Name) (Document #) 800001836698
-05/23/96--01033--020
****122.50 ****122.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 9:00 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"/>	itious 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

TALLAHASSEE, FLORIDA
 MAY 23 PM 3:20
 RECEIVED
 DIVISION OF CORPORATION
 96 MAY 23 AM 10:49

MAY 23 1996

CERTIFICATE OF INCORPORATION

OF

BRIALAN CORP.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Brialan Corp.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 241 Cape Florida Drive, Key Biscayne, FL 33149. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., 101 Madeira Ave., Coral Gables, FL 33134.

ARTICLE IX

AMENDMENT

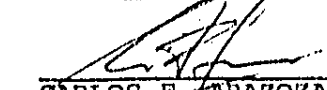
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

Brialan Corp., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 101 Madeira Ave., Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Dade County, State of Florida, this 21st day of MAY, 1996.




CARLOS F. ARAZOZA
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY appeared before me, Carlos F. Arazoza as managing director of Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., to me well known to be the incorporator to the foregoing Articles of Brialan Corp. who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this 21st day of MAY, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

 ANA M. BASCIAS
COMMISSION # CC 53647
EXPIRES FEB 28, 2000
BOND TO THRU
ATLANTIC BONDING CO., INC.

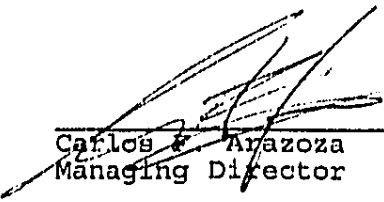
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 Brialan Corp.
2. The name and address of the registered agent and office is:

Arazoza, Comas, de Torres & Fernandez-Fraga, P.A.
101 Madeira Ave., Coral Gables, FL 33134.



Carlos F. Arazoza
Managing Director

Date: 5/21/96

RECEIVED
MAY 29 PM 3:20
TALLAHASSEE, FLORIDA

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.



Carlos F. Arazoza
Managing Director

Date: 5/21/96

P96000044267

4/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:01 PM

((H97000005730 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 076624003440
CONTACT: CARLOS F ARAZOZA FAX #: (305)442-4829
PHONE: (305)444-6226

NAME: BRITALAN CORP.
AUDIT NUMBER.....H97000005730
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ALT-F10 HELP * ANSI-BBS * FDX * 2400 E71 * LOG CLOSED * PRT OFF * CR * CR

RECEIVED
97 APR -9 AM 11:09
DIVISION OF CORPORATIONS

SH 4/9
Amend.

FILED
97 APR -9 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State

April 8, 1997

BRIALAN CORP.
241 CAPE FLORIDA DR.
KEY BISCAYNE, FL 33149

SUBJECT: BRIALAN CORP.
REF: F96000044267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: 897000005730
Letter Number: 597A00017661

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

04-03-1997 02:00PM FROM ARAZOZA & COMAS P.A. TO 198492240000 P.01

4/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:01 PM

((H97000005730 1))

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DIVISION OF CORPORATIONS

H9700005730
APR - 9 PM
FILED

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF BRIALAN CORP.**

The undersigned, as all the shareholders and directors of BRIALAN CORP., a Florida Corporation, do hereby make the following amendment to the Articles of Incorporation and By-Laws of this Corporation, by unanimous written consent of the shareholders and directors as authorized by the Florida General Corporation Act.

RESOLVED as follows:

FIRST: The following amendments to the Articles of Incorporation were adopted by the Corporation

Article XI - RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE, OR TRANSFER OF SHARES:

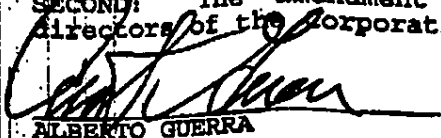
The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the corporation or any of its stockholders, whether voluntary or by operation of law, is subject to transfer restrictions more particularly described in the Limited Partnership Agreement of Century Partners Group, Ltd., entered into by and among Century Partners Group, Ltd. and its partners, a copy of which is on file in the offices of the corporation. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.


Article XII - CERTIFICATE ENDORSEMENT

On or before the issuance, sale or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement.

SECOND: The amendment was adopted by the shareholders and directors of the Corporation on the 17 day of March, 1997.


ALBERTO GUERRA
Shareholder/Director/ President

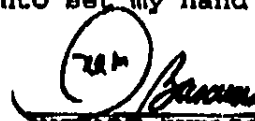

VIVIAN GUERRA
Shareholder/Director

Prepared by: Carlos F. Arazoza, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 0698806


STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority personally appeared Alberto Guerra and Vivian Guerra, as Shareholder\Directors of BRIALAN CORP., a Florida corporation, to me well known to be the persons who executed the foregoing articles of amendment to Articles of Incorporation, and acknowledge before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1997.


NOTARY PUBLIC

My Commission Expires:

 ANA M. BASOLUS
COMMISSION # CC 028471
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTIC SURETY CO. INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -9 PM 12:49

FILED

04-09-1 97 07 09 11 FROM: (H97000005730) TO: 150450240000 P.01

P96000044267

4/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:01 PM

((H97000005730 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 076624003440
CONTACT: CARLOS F ARAZOZA FAX #: (305)442-4829
PHONE: (305)444-6226

NAME: HRIALAN CORP.
AUDIT NUMBER.....H97000005730
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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97 APR -9 AM 11:09
DIVISION OF CORPORATIONS

SH 4/9
Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -9 PM 12:48

FILED



FLORIDA DEPARTMENT OF STATE
Sandra H. Morikawa
Secretary of State

April 8, 1997

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The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

FAX And. #: 897000005730
Letter Number: 597A00017661

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

04-00-1997 02:09PM FROM ARAZOZA & COMAS P.A. TO 190492240000 P.01

4/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3101 PM

((H97000005730 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
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RECEIVED
APR 8 1997
DIVISION OF CORPORATIONS

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APR - 9 PM
CENTRAL
CLERK OF
COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF BRIALAN CORP.**

The undersigned, as all the sh. sholders and directors of BRIALAN CORP., a Florida Corporation, do hereby make the following amendment to the Articles of Incorporation and By-Laws of this Corporation, by unanimous written consent of the shareholders and directors as authorized by the Florida General Corporation Act.

RESOLVED as follows:

FIRST: The following amendments to the Articles of Incorporation were adopted by the Corporation

Article XI - RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE, OR TRANSFER OF SHARES:

The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the corporation or any of its stockholders, whether voluntary or by operation of law, is subject to transfer restrictions more particularly described in the Limited Partnership Agreement of Century Partners Group, Ltd., entered into by and among Century Partners Group, Ltd. and its partners, a copy of which is on file in the offices of the corporation. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.

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On or before the issuance, sale or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement.

SECOND: The amendment was adopted by the shareholders and directors of the Corporation on the 17 day of March, 1997.



ALBERTO GUERRA
Shareholder/Director/ President



VIVIAN GUERRA
Shareholder/Director

Prepared by: Carlos F. Arazoza, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 0698806

B9700005730

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority personally appeared Alberto Guerra and Vivian Guerra, as Shareholder\Directors of BRIALAN CORP., a Florida corporation, to me well known to be the persons who executed the foregoing articles of amendment to Articles of Incorporation, and acknowledge before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1997.

[Signature]
NOTARY PUBLIC

My Commission Expires:

ANA M. BASCLAS
COMMISSION # 00 585471
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTA BUREAU OF IN.

h:\data\wp51\Corp\Changes\brialan.amd

FILED
97 APR - 9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA