

P96000062290

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. S 17 TPA, CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 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

FILED
95 JUL 25 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 25 AM 11:19
DIVISION OF CORPORATION

Examiner's Initials

Dmc 7/25/96

**ARTICLES OF INCORPORATION
OF
S17TPA, CORP.**

FILED
96 JUL 25 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: S17TPA, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transacts any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;
S17TPA, CORP.

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of ONE THOUSAND THREE HUNDRED TWENTY (1320) shares, having an individual par value of TWELVE THOUSAND . -

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be

5101 NW 79 AVE.
MIAMI, FLORIDA 33166
ARTURO BONVECCHIO C.

ARTICLE VI

The initial Board of Directors shall consist of a total of four (4) persons, and the name and address of the persons who is to serve as an initial director is:

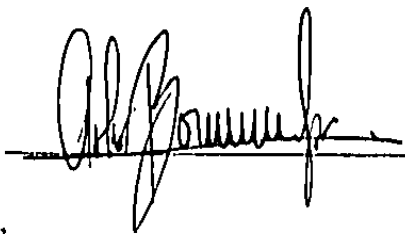
ALAIN M. BONVECCHIO PRESIDENT 7835 SW 85 COURT MIAMI, FLORIDA 33143	ARTURO BONVECCHIO C. TREASURER 13340 SW 1ST. STREET MIAMI, FLORIDA 33184
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ALAIN BONVECCHIO C. VICEPRESIDENT 8461 SW 78 STREET MIAMI, FLORIDA 33143	ARIANNE B. BONVECCHIO SECRETARY 7835 SW 85 COURT MIAMI, FLORIDA 33143
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The name and address of the incorporator executing these articles of Incorporation is:

ARTURO BONVECCHIO C.
13340 SW 1ST. STREET
MIAMI, FLORIDA 33184

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 22 nd day of July, 1996.




STATE OF FLORIDA]
] SS.
COUNTY OF DADE]

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ARTURO BONVECCHIO C. known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 22nd. day of July, 1996


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

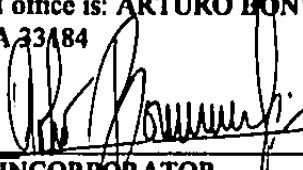
My Commission 

FILED
95 JUL 25 PM 12:17
STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 S17TPA, CORP.
- 2. The name and address of the registered agent and office is: ARTURO BONVECCHIO C., 13340 SW 1ST. STREET , MIAMI, FLORIDA 33184

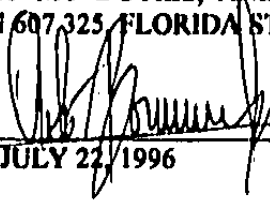
SIGNATURE 
TITLE: INCORPORATOR
DATE: JULY 22, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE:



JULY 22, 1996

P96000062290

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

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA
95 OCT 18 PM 1:40
-10/18/96--01030--005
*****35.00 *****35.00

Office Use Only

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FILED
95 OCT 18 PM 1:40
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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 Mail out Will wait Photocopy Certificate of Status

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Per phone call.
Adopted by Shareholders

RECEIVED
96 OCT 18 AM 10:52
DIVISION OF CORPORATION

N. HENDRICKS OCT 18 1996

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SL7TPA CORP.

FILED
96 OCT 18 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS THE TOTAL SUM OF ONE THOUSAND THREE HUNDRED TWENTY (1320) SHARES, HAVING AN INDIVIDUAL PAR VALUE OF TWO THOUSAND (\$2,000.00).-

UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) OF STOCK OF THIS CORPORATION.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: OCTOBER 14, 1996.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of OCTOBER, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALAIN BONVECCHIO MIR.

Typed or printed name

PRESIDENT

Title