

P95000011220

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6735

OFFICE USE ONLY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -9 PM 3:25

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

1. American Glass Group, 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

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

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DIVISION OF CORPORATIONS

Examner's Initials KON

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB -9 PM 3:27

AMERICAN GLASS GROUP, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this Corporation shall be: AMERICAN GLASS GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual

ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational

liquidation or re-organization of financial, commercial, mercantiled, manufacturing, industrial or other business concerns, firms, association and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

J) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIFTY shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stocks may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV.

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 10475 SW 43rd. Terrace, Miami, Florida 33165

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than one no more than five.

ARTICLE VIII.

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME

ADDRESS

MARIA TERESA CEIDE

10475 SW 43rd. Terrace, Miami, Florida 33165

v,
JOSE CHAO,

1965 West 63rd Street, Hialeah, FL 33012

ARTICLE IX.

SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
MARIA TERESA CEIDE	10475 SW 43rd. Terrace, Miami, Florida 33165
V. JOSE ICHAO,	1965 West 63rd Street, Hialeah, FL 33012

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI.

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the

necessary instruments of assignment.

ARTICLE XII.

The register agent of the Corporation shall be:

MARIA TERESA CEIDE

The register office of the Corporation shall be:

10475 SW 43rd. Terrace, Miami, Florida 33165

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the 3 day of February, 1995.

Maria Teresa Ceide (SEAL)
Jose T. Chao (SEAL)
____ (SEAL)
____ (SEAL)
____ (SEAL)

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MARIA TERESA CEIDE and JOSE^{V.} CHAO, personally known to me,

who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and respectfully, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida this 6th day of February, 1995.

Ernesto Valdes

Notary Public, State of Florida at Large
ERNESTO VALDES

My commission expires: 02-08-96



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT AMERICAN GLASS GROUP, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI
(CITY)

STATE OF FLORIDA HAS NAMED MARIA TERESA CEIDE
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 10475 SW 43rd. Terrace, Miami, Florida 33165
(STREET ADDRESS AND NUMBER OF BUILDING)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Jose S. Ocas*
(CORPORATE OFFICER)

TITLE President

DATE 2-3-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Maria Teresa Ceide*
(RESIDENT AGENT)

DATE 2-3-95

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 DEC -9 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **P95000011220**

1. Corporation Name
AMERICAN GLASS GROUP, INC.

Principal Place of Business 10475 S.W. 43RD TERRACE MIAMI FL 33185	Mailing Address 10475 S.W. 43RD TERRACE MIAMI FL 33185
--	--

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable		3. New Mailing Office Address, if Applicable	
Suite, Apt. #, etc.	City & State	Suite, Apt. #, etc.	City & State
Zip	Country	Zip	Country

REINSTATEMENT *9600*

4. Date Incorporated or Qualified To Do Business in Florida **02/09/1985**

5. FEI Number Applied For Not Applicable

6. CERTIFICATE OF STATUS DESIRED SA ...

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Number)	4 City / State / Zip
<i>D</i>	CEIDE, MARIA TERESA	10475 S.W. 43RD TERRACE	MIAMI FL 33185
<i>P</i>	CHAO, JOSE V	1985 W. 63RD STREET	HALEAH FL 33012

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****375.00 ****375.00

8. Name and Address of Current Registered Agent CEIDE, MARIA TERESA 10475 S.W. 43RD TERRACE MIAMI FL 33185	9. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, Etc. City
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10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *Maria Teresa Ceide* REGISTERED AGENT MUST SIGN Date **11-3-96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Maria Teresa Ceide*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **MARIA TERESA CEIDE** Date **11-3-96** Daytime Phone # **553-4138**

CPR2040 (7/95)