

P95000029488

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

(904) 385-6735

900001457889  
04/17/95--01047--015  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

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

1. T. P. INTERNATIONAL 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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55 APR 14 11:41  
TALLAHASSEE, FLORIDA

Dmc 4/14/95

Examiner's Initials

FILED

ARTICLES OF INCORPORATION

50 APR 16 AM 11:01

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T.P. INTERNATIONAL INC.

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:

T.P. INTERNATIONAL INC.

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) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

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 registered office and the name of the initial Resident Agent of this corporation shall be:

Gonzalo Carpintero  
10011 Costa del Sol Blvd.  
Miami, Fl 33178

The Principal office shall be:

10011 Costa del Sol Blvd.  
Miami, Fl 33178

ARTICLE VI

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

Noris Milian-Carpintero	President
Gonzalo Carpintero	Vice-President General Manager
Jose Antonio Martinez	Vice-President Sales & Marketing
Maria Teresa Martinez	Secretary/Treasurer

10011 Costa del Sol Blvd.  
Miami, Fl 33178

The name and address of the incorporator executing these Articles of Incorporation is:

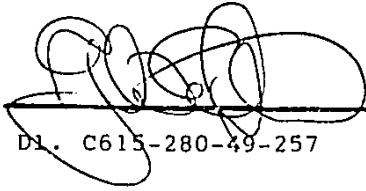
Gonzalo Carpintero

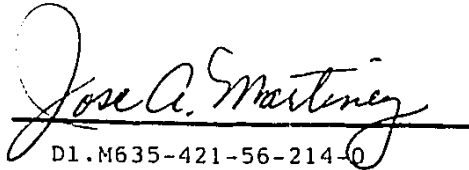
Jose Antonio Martinez

10011 Costa del Sol Blvd.

Miami, Fl 33178

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 13 day of April, 1995.

  
D1. C615-280-49-257

  
D1.M635-421-56-214-0

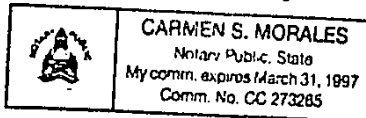
STATE OF FLORIDA    )  
                          ) SS.  
COUNTY OF DADE    )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Gonzalo Carpintero & Jose Antonio <sup>Martinez</sup> known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) 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 13 day of April, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



**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: T.P. INTERNATIONAL INC.

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

Gonzalo Carpintero

(NAME)

10011 Costa del Sol Blvd.

(P.O. BOX ~~NOT~~ ACCEPTABLE)

Miami, FL 33178

(CITY/STATE/ZIP)

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 4-13-95

FILED  
95 APR 14 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 995000029488

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

(904)385-6715

FILED  
 95 SEP -1 PM 12:14  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 -09/01/95--01033--025  
 \*\*\*\*35.00 \*\*\*\*35.00

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

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- Walk in   
  Pick up time 2:00   
  Certified Copy
- Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

RECEIVED  
 95 SEP -1 AM 11:22  
 OFFICE OF THE SECRETARY OF STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

AMEND  
 RRS  
 9-1

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

T.P. INTERNATIONAL INC.  
(present name)

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*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 #6 The new Board of Directors are as follows:

Gonzalo Carpintero .....President  
Noris Milian-Carpintero .....Vice-President Sales & Marketing  
Manuel Fernandez .....Vice-President General Manager  
Alina Fernandez .....Secretary  
Lisa K. Livermore .....Treasurer

10011 Costa del Sol Blvd.  
Miami, Florida 33178

delete second sentence of paragraph "...total of four(4) ..";  
add....." total of five ( 5 ) person,....."

FILED  
95 SEP -1 PM 12: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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: August 30, 1995

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 30 day of August, 19 95

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)

Gonzalo Carpintero

Typed or printed name

President / Incorporator

Title