

P96000028090

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

TELEPHONE TOLL FREE
1-800-333-0123
***182.50 ***122.50

Office Use Only

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

1. SPYOD INT'L (U.S.) INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 2:10

- 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

789-612.671
W96-66667

RECEIVED
96 MAR 27 AM 11:30
DIVISION OF CORPORATION

Examiner's Initials g 4/1/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: SAYOD INT'L (USA) INC.
Ref. Number: W96000006667

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96 APR -1 AM 11: 28
DIVISION OF CORPORATION

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We have received your document for SAYOD INT'L (USA) INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00014095

ARTICLES OF INCORPORATION

SAYOD INT'L (USA) INC.

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ARTICLE I---NAME

The name of this corporation is SAYOD INT'L (USA) INC.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. Primary business will be in the Import and Export of goods and services.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of TEN Dollars (\$10.00) par value common stock which shall be designated as "Common Shares". The total initial Capital is \$1,000.00.

ARTICLE V--PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ^{Principal} registered office of this corporation is 2135 S.W. 6th Street, Apt 18 Miami, Fl. 33135 and the name of the initial registered agent of this corporation at that address is Mr. Manuel Duarte, Secretary of the Board.

ARTICLE VII---INITIAL BOARD OF DIRECTORS

This corporation shall have at least two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaw; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of

the corporation is: Mrs. Marietta Odio, President of the Board, Mr. Julio Saenz, Vice-President of the Board and Mr. Manuel Duarte of 2135 S.W. 6th STREET, Apartment 18; Miami, Florida. 33135.

ARTICLE VII-- INCORPORATION

The name and address of the Incorporator signing these articles is the same as that mentioned in the preceding article. The Incorporator take the following number of shares: Mrs. Marietta Odio, President of the Board, takes 40 FORTY shares or 40% of the Capital; Mr. Julio Saenz, Vice-President of the Board takes 40 FORTY shares or 40% of the Capital; and Mr. Julio Saenz Jr. takes 20 TWENTY shares or 20% of the Capital.

ARTICLE IX-- INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X --- AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a unanimity of votes of all incorporators.

ARTICLE XI CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII

Any dispute among shareholders will be resolved by the tossing of a coin in the air and who ever calls the correct side that the coin will show up, will decide the dispute. The person that throws the coin cannot make the call. The shareholders of the Corporation will have at all times toward each other registered shareholder of the Corporation the duty of the UTMOST GOOD FAITH.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 25 day of MARCH, 1996.

* Marietta Odio
Mrs. Marietta Odio,
President of the Board,

* Julio Saenz
Mr. Julio Saenz,
Vice-President of the Board


and

Julio Saenz
Mr. Julio Saenz, Jr.
Shareholder

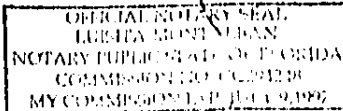
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mrs. Marietta Odio, President of the Board, Mr. Julio Saenz, Vice-President of the Board and Mr. Julio Saenz Jr., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26 day of MARCH OF 1996.



NOTARY PUBLIC,
State of Florida at Large



In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SAYOD INT'L (USA) INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, COUNTY of Dade, State of Florida, has named MANUEL DUARTE with address at 2135 S.W. 6th STREET, Apartment 18; Miami, Florida 33135; as its agent to accept service of process within this State.

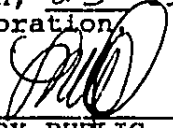
ACKNOWLEDGMENT;

Having been named to accept service of process for the above mentioned corporation, at the places designated in this Certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Manuel Duarte,
Registered Agent.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as MANUEL DUARTE with address at 2135 S.W. 6th STREET, Apartment 18; Miami, Florida 33135; and who has executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on MARCH, 25, 1996; and accepts to be the Registered Agent for the Corporation.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
LUSITA MCNEIL ALBAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC294248
MY COMMISSION EXP. JULY 9, 1997

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