

**P 96000056477**

**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. magic Restaurant Group, Inc. (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

SECRET  
07/02/96-01081-024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Walk in    
  Pick up time 2:00    
  Certified Copy  
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 96 JUL -3 PM 2:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

CERTIFICATES	
<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

96-13974

RECEIVED  
 96 JUL -2 AM 11:03  
 DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 2, 1998

**LAZARUS CORPORATE INDUSTRIES, INC.**  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

**SUBJECT: MAGIC RESTAURANT GROUP, INC.**  
Ref. Number: W98000013974

We have received your document for **MAGIC RESTAURANT GROUP, INC.** and your check(s) totaling \$78.75. 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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 798A00032619

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
MAGIC RESTAURANT GROUP, INC.**

**FILED**  
96 JUL -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name of Corporation

The name of the corporation is **MAGIC RESTAURANT GROUP, INC.**

**ARTICLE II**  
Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

**ARTICLE III**  
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

**ARTICLE IV**  
Principal Place of Business

The principal place of business of this corporation shall be:

800 Cloughton Island Drive, #2303  
Miami, Florida 33131

## **ARTICLE V**

### **Registered Office**

The initial street address of the registered office of the corporation is:

1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

The Board of Directors may from time to time move the registered office to any other address in Florida.

## **ARTICLE VI**

### **Registered Agent**

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Carlos M. Machado, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

## **ARTICLE VII**

### **Directors**

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

The name and address of the initial director is:

Biagio Mazzeo  
800 Claughton Island Drive, #2303  
Miami, Florida 33131

### ARTICLE VIII

#### 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 at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

### ARTICLE IX

#### Incorporator

The name and address of the incorporator is as follows:

Carlos M. Machado, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

## **ARTICLE X**

### **By-Laws**

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

## **ARTICLE XI**

### **Officers**

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

## **ARTICLE XII**

### **Director's Liability and Rights**

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be



interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

### ARTICLE XIII

#### Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1<sup>st</sup> day of July, 1996.

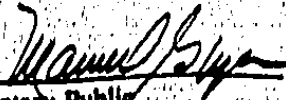
  
Carlos M. Machado

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Machado, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1<sup>st</sup> day of

July, 1996.

  
Notary Public  
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
MANUEL G. MESA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC392548  
MY COMMISSION EXP. JULY 14, 1999

**MAGIC RESTAURANT GROUP, INC.  
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Registered Agent



STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Maclado, known to me, to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 1<sup>st</sup> day of

July, 1996.

*Manuel Mesa*

Notary Public State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
MANUEL MESA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC392840  
MY COMMISSION EXP. JULY 11, 1996

FILED  
96 JUL -3 PM 2:55  
SECRETARY OF STATE  
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