

P95000017331

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

OFFICE USE ONLY

(904) 385-6735

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

1. CORIS USA, 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

Examiner's Initials

KAN

STATE  
CORPORATIONS  
66112-2 PM 2:57

## ARTICLES OF INCORPORATION

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 corporations.

### ARTICLE I

#### NAME

The name of the corporation shall be:

**CORIS USA, INC.**

### ARTICLE II

#### GENERAL NATURE OF BUSINESS

The general nature of 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 engage and carry on any business and related activities allowable under the applicable laws of the State of Florida and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purpose.

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 and 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 or 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 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 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, the District of Columbia, and in any and all foregoing 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 or account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, loans, 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, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; 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 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 accomplishment 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 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 One Hundred shares, no par value, common stock. This stock shall have full voting rights, preemption privileges, non-cumulative as to dividends and shall be issued fully paid and nonsinkable. The stock shall be restricted as to transfer as follows: This stock 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 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 law.

#### ARTICLE VI

The principal place of business of said corporation shall be at: 8360 West Flagler Street, #200, Miami, Florida 33144, with 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 not be less than one or nor more than ten.

ARTICLE VIII

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

LUIS O. RIOS,

8360 West Flagler Street, #200

INCORPORATOR

Miami, Florida 33144

ARTICLE IX

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 determine 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 whatsoever. The corporation shall have first lien on the



shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

#### ARTICLE X

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 incorporate of this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any person, or firms or corporation, who, upon acceptance of said assignment, shall stand in lieu of 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.

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 their hands and seals, this the \_\_\_\_\_ day of \_\_\_\_\_.

WITNESSES

\_\_\_\_\_

\_\_\_\_\_ (Seal)

LUIS O. RIOS / Incorporator  
8360 W. Flagler St., #200  
Miami, Florida 33144

\_\_\_\_\_ (Seal)

\_\_\_\_\_

\_\_\_\_\_ (Seal)

\_\_\_\_\_

\_\_\_\_\_ (Seal)

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared

-----LUIS O. RIOS -----

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 the facts and matters therein set forth are true and correct.

\_\_\_\_\_  
Notary Public

CERTIFICATE DESIGNATING RESIDENT AGENT

That CORIS USA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has assigned LUIS O. RIOS, 8360 West Flagler Street, #200, Miami, Florida 33144.

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office at, 8360 West Flagler Street, #200, Miami, Florida 33144.

STATE OF FLORIDA ) : Luis O. Rios/ Incorporator  
COUNTY OF DADE ) : 8360 W. Flagler St., #200  
Miami, Florida 33144

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared, LUIS O. RIOS, to be the person described as the Resident Agent, and who executed the foregoing Certificate Designating Resident Agent.

IN WITNESS WHEREOF, I set my hand and official seal in the  
County and State named above, this 23rd day of  
February, 1995.

  
Notary Public State of Florida

My commission expires:

NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT. 1, 1998.  
BONDED FIDELITY \$10,000.00

P95000017331

1201 HAYS STREET  
TALLAHASSEE, FL 32304-2607  
904-222-9171  
904-222-0310 FAX



ACCOUNT NO. : 072100000032  
REFERENCE : 985076 11513A  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 35.00

ORDER DATE : June 12, 1996  
ORDER TIME : 12:52 PM  
ORDER NO. : 985076  
CUSTOMER NO: 11513A

900001860368

CUSTOMER: James Marx, Esq  
James A. Marx, Esq  
Suite 340  
201 South Biscayne Boulevard  
Miami, FL 33131-4324

DOMESTIC AMENDMENT FILING

NAME: CORIS USA, INC.

FILED  
95 JUN 12 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*KPD 6/12*

RECEIVED  
95 JUN 12 PM 2:14  
DIVISION OF CORPORATION

## CERTIFICATE

The attached Restated Articles of Incorporation were adopted at a special meeting of all of the shareholders and directors of CORIS USA, INC. held on June 7, 1996, at which a quorum was present in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act; consequently, the number of shares cast in favor of this amendment was sufficient for its approval.

Date: June 7, 1996

  
Alejandro A. Mazal, As President

FILED  
95 JUN 12 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
CORIS USA, INC.**

**FILED**  
95 JUN 12 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the terms of Section 607.1007 of the Florida Business Corporation Act, CORIS USA, INC., a Florida corporation, hereby adopts the following restated articles of incorporation, to restate and amend its articles of incorporation in their entirety:

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of the corporation (hereinafter called the "Corporation") is CORIS USA, INC.

**ARTICLE II**

The address of the principal office of the Corporation is 200 S.E. First Street, Suite 503, Miami, Florida 33131.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to issue is 100, all of which shall be Common Stock, and which shall have no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

#### ARTICLE IV

#### RESIDENT OFFICE AND AGENT

The street address of the Corporation's registered office shall be 200 S.E. First Street, Suite 503, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Susana Mazal.

#### ARTICLE V

#### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

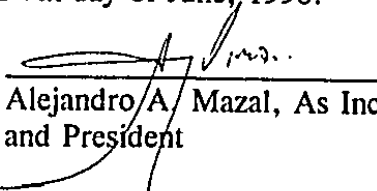
<u>Name</u>	<u>Address</u>
Alejandro A. Mazal	200 S.E. 1st Avenue Suite 503 Miami, Florida 33131

#### ARTICLE VI

#### INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Restated Articles of Incorporation this 7th day of June, 1996.

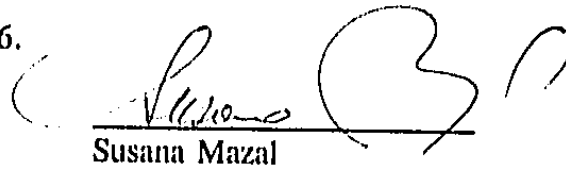
  
Alejandro A. Mazal, As Incorporator  
and President



### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CORIS USA, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: June 7, 1996.



A handwritten signature in black ink, appearing to read 'Susana Mazal', is written over a horizontal line.

Susana Mazal