

856993

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

3320 S.W. 87th AVENUE

Address

MIAMI, FLORIDA 33165 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

100002440301--5

-02/25/98-01036-008

Office Use Only *****96.25

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

1. SOLID Financial Corp
(Corporation Name) (Document #)
2. Name
(Corporation Name) (Document #)
3. Change
(Corporation Name) (Document #)
4. Amend
(Corporation Name) (Document #)

FILED
 98 FEB 23 PM 3:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

CORAPNC

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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 checked="" type="checkbox"/>	Foreign Verifier
<input type="checkbox"/>	Limited Partnership Acknowledgment
<input type="checkbox"/>	Reinstatement Verifier
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TAX 35.00
 FEE 96.25
 2/23/98
 Examiner

RECEIVED
 98 FEB 23 AM 11:22
 DIVISION OF CORPORATION

Examiner's Initials	
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 FEB 23 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SOLID FINANCIAL CORP.
Name of corporation as it appears on the records of the Department of State.
2. PANAMA 3. 07/05/83
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/06/92
5. GRUPO SOLID, S. A. CORP.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

FEB 13 1998
Date

MICHAEL E. ASCOLI
Typed or printed name

PRESIDENT/DIRECTOR
Title

[Two revenue stamps]

On five pages - First

CERTIFICATE BY THE CORPORATE SECRETARY

The undersigned, acting in his capacity as Secretary of the corporation known as SOLID FINANCIAL CORP., recorded on Fiche one hundred four thousand three hundred and fifty (104350), Film ten thousand one hundred and ninety-seven (10197), Frame zero two hundred fifty-nine (0259), in the Commercial Microfilms Section of the Public Registry Office, does hereby

CERTIFY:

FIRST: That on the sixth (6th) day of April of nineteen hundred and ninety-two (1992), there was held at the offices of the corporation known as SOLID FINANCIAL CORP., located in the city of Guatemala, a joint meeting of the Stockholders' Meeting and the Board of Directors of the corporation.

SECOND: That said joint meeting was presided over by MICHAEL EDWARD ASCOLI GIRON, acting President of the Corporation, and the undersigned JORGE VENANCIO GUZMAN BOTRAN, Secretary of the Corporation who acted in that capacity.

THIRD: That at this joint meeting there were present the totality of the stock issued, full-paid and outstanding, with a right to vote, and that the meeting was duly called.

FOURTH: That at said joint meeting the stockholders unanimously agreed on the following:

One: to amend Article ONE of the Articles of Incorporation of the Corporation, to read as follows:

"FIRST: NAME AND SYSTEM

The name of the Corporation is: GRUPO SOLID S.A.

The corporation is formed in accordance with the laws in force and effect of the Republic of Panama.

The bodies governing the corporation are the Stockholders' Meeting thereof, the Board of Directors thereof, and the Officers.

Two: To amend the THIRD article of the Corporate Covenant, to read as follows:

THIRD: CAPITAL STOCK AND SHARES OF STOCK

The number of shares which the corporation may issue is up to TWENTY THOUSAND (20,000), all of which shall be no-par-value stock. It is declared that the capital stock shall be at least equal to the sum total represented by the no-par-value stock, plus the amount received by the corporation for the no-par-value stock issued and the sums which from time to time shall be added to the capital stock pursuant to resolution or resolutions by the Board of Directors. The shares shall be made to the BEARER, unless the respective owners wish that they be issued to their name. The Stockholders' Meeting may increase the capital stock, change the amount and the nominal value of the shares and amend the rights and other provisions related to the capital stock or the shares of the corporation. All the shares of the same class shall be equal to each other, confer the same rights and are subject to the same obligations and restrictions. The Board of Directors shall authorize the issuance of the shares of stock of the corporation

and shall determine placement of same."

Three: To elect as sole directors of the corporation, to take effect immediately, the following persons: RODOLFO ASCOLI BANTZ, MICAEL EDWARD ASCOLI GIRON AND JORGE VENANCIO GUZMAN BOTRAN, all of whom have offices on Avenida Reforma, number three-forty-eight (3-48), Zone Nine (9), in the City of Guatemala.

FIFTH: Likewise, I certify, that there were present at this joint meeting Messrs. RODOLFO ASCOLI BANTZ, MICHAEL EDWARD ASCOLI GIRON AND JORGE VENANCIO GUZMAN BOTRAN, who represent the totality of the directors of the corporation, who waived the right of notice of meeting.

SIXTH: That at said joint meeting the Directors agreed unanimously to appoint the following officers:

NAME	OFFICE
--- RODOLFO ASCOLI BANTZ	--- PRESIDENT
--- MICHAEL EDWARD ASCOLI GIRON	--- VICE-PRESIDENT/TREASURER
--- JORGE VENANCIO GUZMAN BOTRAN	--- SECRETARY

SEVENTH: That the Directors agreed to authorize the firm SUCRE, ARIAS, CASTRO & REYES, formerly SUCRE & SUCRE, so that it may appear before a notary in order to convert the changes herein agreed upon into a Public Deed, and also to have same officially recorded.

EIGHTH: That the shareholders and directors approved likewise to authorize the undersigned Secretary to issue and subscribe this Certificate and/or extract of the agreements reached at this joint meeting of the Stockholders and Directors.

----- In witness whereof, I sign this Certificate on the sixth

(6th) day of the month of July of nineteen hundred and ninety-two (1992), and certify that what is transcribed above is a true extract of what was agreed upon at the joint meeting of the Stockholders' Meeting and the Board of Directors of GRUPO SOLID, S.A., formerly, SOLID FINANCIAL CORP. dated the sixth (6th) of April of nineteen hundred and ninety-two (1992).

/s/ Illegible signature

JORGE VENANCIO GUZMAN BOTRAN
SECRETARY

T.N.: [Each page bears two signatures and one obliterated revenue stamp]

Two: WPPASANTE/SOLIDCER.CEV.
Rev: 05/88

At the City of Guatemala, on the sixth day of April of nineteen hundred and ninety-two, I, the undersigned Notary, do attest: a) that the signature above is authentic as it was put in my presence on this day by Mr. Jorge Venancio Guzman Botran, who identifies himself with residency card sequential number A dash one and citizenship card number four hundred eighty-two thousand thirty-eight issued by the Municipality of this city; b) that the signatory signs in his capacity as Secretary of the Corporation known as GRUPO SOLID, SOCIEDAD ANONIMA; and c) that Mr. Jorge Venancio Guzman Botran signs again together with me this authentication of signature.

/s/ Jorge [illegible]

Before me: /s/ Illegible signature
Roberto [illeg.] Cervantes Granados
[Illegible]

[Rubber seal:] [illegible] Judicial
Central America

I do authenticate the signature of
the Notary as it corresponds to the one
on record.

/s/ Illegible signature
Jorge Valiñas Barrachina, Esq.
Director of the General Archives
of Protocols

[There are four obliterated revenue stamps]

THE MINISTRY OF FOREIGN AFFAIRS
of the Republic of Guatemala, C.A.

CERTIFIES: That the signature of Mr. Jorge Valiñas Barrachina, is authentic, and that on the date it was affixed, he held the post of Director of the General Archives of Protocols of the Judicial System -----

It is likewise certified that the Ministry of Foreign Affairs assumes no responsibility as to the contents of this document, nor as to the validity of prior authentications.

Guatemala, the 28th of July of 1992.

/s/ Illegible signature
Cesar A. Escobar Irungaray
In charge of Authentications

[Rubber seal:] Ministry of Foreign Relations
AUTHENTICATIONS
Guatemala

[Two revenue stamps obliterated
by the same seal]

/s/ Illegible signature
Mario Rodolfo Virula Roy
ATTORNEY-AT-LAW and NOTARY

The undersigned in charge of Consular Affairs
of Panama at the Republic of Guatemala,

CERTIFIES:

That the signature above stating the name and
surnames of Mr. CESAR A. ESCOBAR IRUNGARAY
who on the date it was affixed by him, he held
the post of In Charge of Authentications at the
Ministry of Foreign Affairs, is authentic.

Guatemala, the 3rd August of 1992.

Dues: B/.10.00
Receipt No. 704998
Tariff: 60

[Rubber seal:] Embassy of Panama
Consular Division
Guatemala, C.A.

/s/ [Illegible]
Jose R. [illegible]
In Charge of Consular
Affairs

At the city of Guatemala, on the tenth day of February of nineteen hundred and ninety-eight, I, the undersigned Notary, attest that the five foregoing photocopies, which I am numbering, signing and to which I am affixing my seal, are authentic as they were reproduced in my presence on this day from the document consisting of: a Certificate by the Corporate Secretary issued by the Secretary of the Corporation known as SOLID FINANCIAL CORP., on the sixth of July of nineteen hundred and ninety-two. BY ME AND BEFORE ME:

/s/ Illegible signature
Mario Rodolfo Virula Roy
Attorney-at-Law and Notary

[Two obliterated revenue stamps]



CERTIFICATE OF ACCURACY

I, Consuelo Bascuas, Certified Court Interpreter,
on behalf of INTER-AMERICAN TRANSLATING SERVICES, INC., do certify
that the attached translation No. 9018 is, to the best of
my knowledge and belief, a true and accurate rendition into
English of the original written in Spanish.

A large, handwritten signature in cursive script, appearing to read 'C. Bascuas', is written over a horizontal line.

SWORN TO AND SUBSCRIBED before me, at Miami, County of Dade,
State of Florida, on this 16th day of February, 1998.

My commission expires:

A handwritten signature in cursive script, appearing to read 'K. Seligmann', is written over a horizontal line.

(seal)

Notary Public, State of Florida at large

A circular notary seal for Kurt Seligmann, Notary Public, State of Florida. The seal includes the text: 'KURT SELIGMANN', 'COMMISSION # CC 348090', 'EXPIRES MAR 15, 1998', 'BONDED THRU', and 'ATLANTIC BONDING CO., INC.'.

KURT SELIGMANN
COMMISSION # CC 348090
EXPIRES MAR 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Mario Rodolfo Mirula Coy
ABOGADO Y NOTARIO

Sección

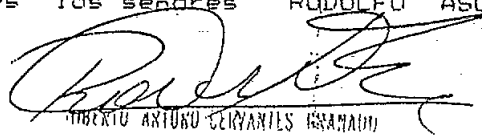
Dos: Reformar al Artículo TERCERO del Pacto Social de la sociedad, para que quede lo siguiente:-----

TERCERO: -----CAPITAL SOCIAL Y ACCIONES-----

La cantidad de acciones que puede emitir la sociedad es de hasta VEINTE MIL (20.000) ACCIONES, todas SIN VALOR NOMINAL.--- Se declara que el capital social será por lo menos igual a la suma total representada por las acciones sin valor nominal, más el valor que la sociedad reciba por la emisión de las acciones sin valor nominal y las sumas que de tiempo en tiempo se incorporan al capital social de acuerdo con resolución o resoluciones de la Junta Directiva. Las acciones serán AL PORTADOR, a menos que sus respectivos dueños deseen que sean emitidas a sus nombres.----- La Junta de Accionistas podrá aumentar el capital social, variar la cantidad y valor nominal de las acciones y reformar los derechos y demás disposiciones relacionadas con el capital social o con las acciones de la sociedad.----- Todas las acciones de una misma clase son iguales entre si, confieren los mismos derechos y están sujetas a las mismas obligaciones y restricciones. La Junta Directiva autorizará la emisión de acciones de la sociedad y dispondrá la colocación de las mismas.-----

Tres: Elegir como directores únicos de la sociedad, con efecto inmediato, a las siguientes personas: RODOLFO ASCOLI BANTZ, MICHAEL EDWARD ASCOLI GIRON Y JORGE VENANCIO GUZMAN BOTRAN, todos con oficinas en Avenida Reforma, número Tres-cuarenta y ocho (3-48), Zona Nueve (9), de la ciudad de Guatemala.-----

QUINTO: De igual forma certifico que esta reunión conjunta se encontraban presentes los señores RODOLFO ASCOLI BANTZ, MICHAEL


ROBERTO ARTURO CERVANTES ESCAMADO







CERTIFICACION SECRETARIAL

Quien suscribe, en su condición de Secretario de la sociedad denominada SOLID FINANCIAL CORP., inscrita a la Ficha Ciento cuatro mil trescientos cincuenta (104350), Rollo Diez mil ciento noventa y siete (10197), Imagen Cero doscientos cincuenta y nueve (0259) de la Sección de Micropelículas Mercantil del Registro Público, por medio de la presente:

C E R T I F I C O

PRIMERO: Que el día seis (6) de abril de mil novecientos noventa y dos (1992) se celebró en las oficinas de la sociedad SOLID FINANCIAL CORP. ubicada en la ciudad de Guatemala, una reunión conjunta de la Junta de Accionistas y de la Junta Directiva de la sociedad.

SEGUNDO: Que esta reunión conjunta fue presidida por MICHAEL ERWARD ASCOLI GIRON, Presidente de la sociedad, en funciones, y el suscrito, JORGE VENANCIO GUZMAN BOTRAN, Secretario de la sociedad actuó en tal calidad.

TERCERO: Que en esta reunión conjunta se encontraban presentes las totalidad de las acciones emitidas, pagadas y en circulación, con derecho a voto, y que la reunión había sido debidamente convocada.

CUARTO: Que en dicha reunión conjunta los señores accionistas acordaron por unanimidad lo siguiente:

Uno: Reformar el Artículo PRIMERO del Pacto social de la sociedad, para que quede como sigue:

"PRIMERO: -----NOMBRE Y REGIMEN-----

El Nombre de la sociedad es: GRUPO SOLID S.A.-----

La sociedad está constituida de acuerdo con las leyes vigentes de la República de Panamá.-----

Los organismos que gobiernan la sociedad son su Junta de Accionistas, Junta Directiva y los Dignatarios.-----"

ROBERTO ARTURO CERVANTES GUZMAN
SECRETARIO Y NOTARIO

Mario Rodolfo Quintana
ABOGADO Y NOTARIO

17



NOTARIO

EN CINCO HOJAS
Tercera

EDWARD ASCOLI GIRON Y JORGE VENANCIO GUZMAN BOTRAN, quienes representan la totalidad de los directores de la sociedad, quienes renunciaron al derecho de convocatoria previa.

SEXTO: Que en dicha reunión conjunta los señores directores acordaron por unanimidad nombrar los siguientes dignatarios:

NOMBRE	CARGOS
RODOLFO ASCOLI BANTZ	PRESIDENTE
MICHAEL EDWARD ASCOLI GIRON	VICEPRESIDENTE/TESORERO
JORGE VENANCIO GUZMAN BOTRAN	SECRETARIO

SEPTIMO: Que los señores directores acordaron autorizar a la firma SUCRE. ARIAS. CASTRO & REYES, antes SUCRE & SUCRE, para que comparezca ante Notario Público y eleve a Escritura Pública los cambios aquí acordados, así como para que proceda a la inscripción de los mismos.

OCTAVO: Que los señores accionistas y directores aprobaron de igual forma autorizar al suscrito Secretario para emitir y suscribir el presente certificado v/o extracto de lo acordado en esta reunión conjunta de accionistas y directores.

Para constancia firmo la presente certificación a los seis (6) días del mes de julio de mil novecientos noventa y dos (1992), y certifico que lo anteriormente transcrito es un extracto fiel de lo acordado en la reunión conjunta de la Junta de Accionistas y de la Junta Directiva de GRUPO SOLID, S. A., antes SOLID FINANCIAL CORPO., de fecha de seis (6) de abril de mil novecientos noventa y dos (1992).

Jorge Venancio Guzman Botran
JORGE VENANCIO GUZMAN BOTRAN
SECRETARIO

Dos.: WPPASANTE/SOLIDCER.CEV.
Rev.: 05/88

En la ciudad de Guatemala, el día seis de abril de mil novecientos noventa y dos, Yo, el Infrascrito Notario, doy fe: a) que la firma que antecede es auténtica por haber sido puesta en mi presencia el día de hoy por el señor JORGE VENANCIO GUZMAN BOTRAN, quien se identifica con la cédula de vecindad número de orden A guión uno.

EL MINISTERIO DE RELACIONES EXTERIORES
de la República de Guatemala, C.A.

CERTIFICA: Que es auténtica la firma del señor
[Firma] quien a la fecha de ponerla desempeñaba el cargo de
de auténticas en el Ministerio de Relaciones
Exteriores con facultades de responsabilidad alguna por el
contenido de este documento en los términos de la legislación
relativa a las relaciones exteriores.

Guatemala, 3 de agosto de 1992

El suscrito, Encargado de los Asuntos Consulares de Panamá
en la República de Guatemala

CERTIFICA

Que la firma que antecede, expresa al nombre y apellido del señor:
CESAR A. ESCOBAR IRUNGARAY

quien a la fecha de ponerla desempeñaba el cargo de Encargado
de auténticas en el Ministerio de Relaciones Exteriores es auténtica

Guatemala, 3 de agosto de 1992

Derechos B/. 10.00
Recibo No. 704998
Arancel 60



[Firma manuscrita]
Encargado de los
Asuntos Consulares

EN cinco
cuarta

EL MINISTERIO DE RELACIONES EXTERIORES
de la República de Guatemala, C. A.

CERTIFICA: Que es auténtica la firma del señor
Jorge Vinals Barrachina, - - - - -
quien a la fecha de ponerla, desempeñaba el cargo de
Director del Archivo General de Protocolos del Or-
ganismo Judicial. - - - - -

Se hace constar que el Ministerio de Relaciones
Exteriores no asume responsabilidad alguna por el
contenido de este documento, ni por la validez de
legalizaciones anteriores.

Guatemala, 28 de Julio - - - de 1992

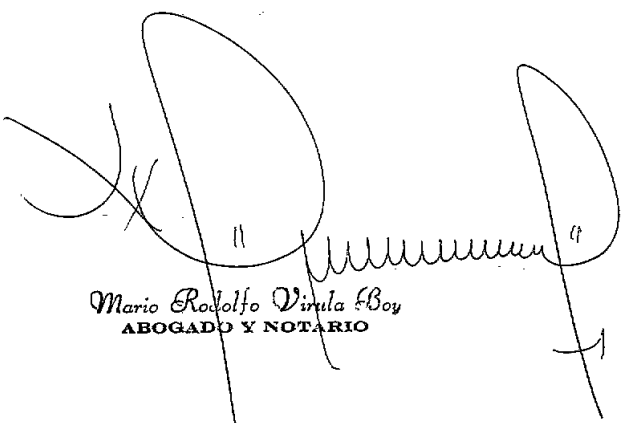
[Handwritten Signature]
CESAR A. ESCOBAR FRUNGARAY
ENCARGADO DE AUTÉNTICAS



[Handwritten Signature]
Mario Rodolfo Virula Rey
ABOGADO Y NOTARIO



EN LA CIUDAD DE GUATEMALA, EL DIA DIEZ DE FEBRERO DE MIL NOVECIENTOS NOVENTA Y OCHO. Yo, el Infrascrito Notario, doy fe que las cinco fotocopias que anteceden, las cuales numero, sello y firmo son autenticas por haber sido reproducidas en mi presencia el día de hoy del documento consistente en: Certificación Secretarial extendida por el Secretario de la sociedad denominada SOLID FINANCIAL CORP. el día seis de julio de mil novecientos noventa y dos. POR MI Y ANTE MI:



Mario Rodolfo Virula Boy
ABOGADO Y NOTARIO

EN cinco HOJAS
quinta.

