

*Proctor*

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

*[Redacted]*

(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/QUAIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

00 AUG 10 PM 3:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

00 AUG -8 AM 10:33  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

600003348926--5  
-08/08/00--01027--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*W-19582*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

RECEIVED  
00 AUG 10 PM 3:07  
DIVISION OF CORPORATION

August 8, 2000

LAZARUS

MIAMI, FL

SUBJECT: GOLDEN CORP.  
Ref. Number: W00000019582

We have received your document for GOLDEN CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 000A00042772

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

R.Z. ASSOCIATES INC.

ARTICLE TWO

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is the date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred -- Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows.

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of common Stock that this corporation may issue is: One Hundred - (100) shares, having a par value of (\$5.00) Five Dollars per share.

C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

APPROVED  
FILED  
00 AUG 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

E. Liquidation Rights: Holders of Common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

## ARTICLE SIX

### NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

## ARTICLE SEVEN

### AMENDMENT

This certificate of incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE EIGHT

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required percentage 51%

2. Sale, lease or exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation:

Required percentage 51%

3. Merger or consolidation of this corporation into or with any other corporation:

Required percentage 51%

4. Voluntary dissolution of this corporation:

Required percentage 51%

ARTICLE NINESTOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICE	SHARES
Reynaldo D. Fernandez	662 East 44 Street Hialeah, Fl 33013	President & Director	50
Zoe G. Gonzalez	662 East 44 Street Hialeah, Fl 33013	Vice-President Secretary - Treasurer & - Director	50

ARTICLE ELEVENREGISTERED AGENT

The registered agent and the registered office of this -- corporation shall be:

Zoe G. Gonzalez  
662 East 44 Street  
Hialeah, Fl 33012

SUBSCRIBER, INITIAL DIRECTOR AND  
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United State resident competent to contract, executes this Certificate of Incorporation as its the subscribers and directors . The undersigned individuals shall hold office as a director until his successors have qualified, following their election or appointment. The - street address of such individual shall be the initial street address in Florida of the principal office of this corporation.

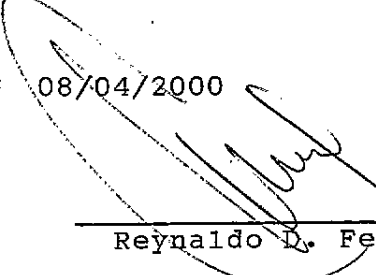
SUBSCRIBER/DIRECTOR: Reynaldo D. Fernandez

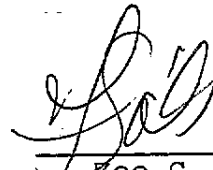
STREET ADDRESS/PRINCIPAL OFFICE: 662 E. 44 St. Hialeah, Fl 33013

IN WITNESS WHEREOF, the undersigned subscriber does make,

Subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: 08/04/2000

  
Reynaldo D. Fernandez

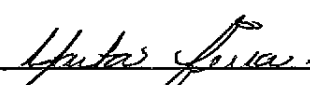
  
Zoe G. Gonzalez

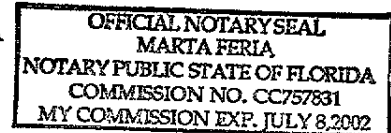
STATE OF FLORIDA ss  
COUNTY OF MIAMI-DADE

Before me the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation- and who acknowledged before me that the same was executed for the purposes therein expressed.

In witness whereof, I have hereunto affixed my hand and- official seal at Miami-Dade County, Florida.

Date. 08/04/2000

  
NOTARY PUBLIC  
STATE OF FLORIDA



My commission expires. \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, ANMING AGENT UPON

WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes the  
following is submitted, in compliance with said Act:

THAT R.Z. ASSOCIATES INC.

desiring to organized under the laws of the State of Florida  
with its principal office, as indicated in the Articles of-  
Incorporation at the City of Hialeah, County of Miami  
Dade.  
State of Florida, has nemed:

Zoe G. Gonzalez

as its agent to accept service of process wthin this State

Zoe G. Gonzalez

Having been named to accept service of process for the  
above stated Corporation , at the place designated in this  
Certificate. I hereby accept to act in this capacity and -  
agree to comply with the provissions of said Act relative  
to keeping open said office.

By 

REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 AUG 10 PM 3:12

APPROVED  
AND  
FILED