

JUN-25 04 TRI 04:00 LAZARUS CORPORATION FAX: 305 2201440 PAGE 1 of 1
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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

C & L CARRIERS, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 23, 2004

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: C & L CARRIERS, INC.
REF: WD4000024208

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX And. #: H04000131158
Letter Number: 804A00041491

NO 4000131158

ARTICLES OF INCORPORATION
OF

C & L CARRIERS, INC.

The undersigned Incorporator (s), for forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is C & L CARRIERS, INC., and the principal address shall be 409 NW 14TH Street, Belle Glade, Florida 33430.

ARTICLE II - DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the law of the United States and under the laws of the State of Florida

ARTICLES IV - CAPITAL STOCK

- a) Authorized Capital. The minimum number of shares of stock which this corporation is authorize to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share stock shall be the Board of Directors.
- b) Preventive Rights. Shareholders shall have no preemptive rights
- c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of C & L CARRIERS, INC., is 409 NW 14TH Street, Belle Glade, Florida 33430, and name and street address of the initial registered agent of this corporation is Cecilia Sanders; 409 NW 14TH Street, Belle Glade, Florida 33430

Signature: 

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ARTICLE VI - DIRECTOR (s)

- a) Number. This corporation shall have TWO (2) initially. The number of directors may have increased or diminished from time to time be the by-laws, but shall never be less than two.
- b) Initial Director. The name (s) and street address(es) to these Articles of Incorporation is (are):

NAME**ADDRESS**

Cecilia Sanders -
President

409 NW 14TH Street, Belle Glade, Florida 33430.

Cecilia Sanders -
Vice President

409 NW 14TH Street, Belle Glade, Florida 33430

- c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation in any other capacity and receive compensation therefore in any other form.
- d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE VII

The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

ARTICLE VIII**INCORPORATOR**

Cecilia Sanders
409 NW 14TH Street, Belle Glade, Florida 33430.

ARTICLE IX**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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LAZARUS CORPORATION

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED
OFFICE**

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Registered Agent Signature

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