

P9500000590

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

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OFFICE USE ONLY

(904)385-6735

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

1. maricel Optics, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 95 JUN -4 PM 1:18
 TALLAHASSEE, FLORIDA
 STATE
 DEPARTMENT OF REVENUE

- 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

Handwritten signature and date: 4/95

Examiner's Initials

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

MARICEL OPTICS 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 issue in exchange per cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of - Directors as to the value of any such consideration shall be conclusive.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Maricel Dominguez	20338 NW 54 Ct. Miami, F1 33055	President, Treasur & Director	60
Jose Dominguez	20338 NW 54 Ct. Miami, F1 33055	Vi-President, Secretary & Director	40

ARTICLE ELEVENREGISTERED AGENT

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

Maricel Dominguez
20338 NW 54 Ct.
Miami, F1 33055

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: Maricel Dominguez

STREET ADDRESS/PRINCIPAL OFFICE: 20338 NW 54 Ct. Miami, F1 33055

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:

Maricel Dominguez
Maricel Dominguez

Jose Dominguez
Jose Dominguez

STATE OF FLORIDA ss
COUNTY OF DADE

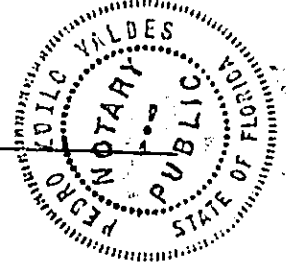
Before me the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation- and who acknowledged before me that the same was executed for the purposes therein expressed.

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

Date. JAN. 3 1995

Pedro Zail Valdes

NOTARY PUBLIC
STATE OF FLORIDA



NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 5, 1995
BONDED TO GENERAL INS. UND...

My commission expires. ACC 105389

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 MARICEL OPTICS 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 MIAMI, County of Dade.
State of Florida; has nemed:

Maricel Dominguez

as its agent to accept service of process wthin this State

Maricel Dominguez

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 proovissions of said Act Relative
to keeping open said office.

By Maricel Dominguez
REGISTERED AGENT

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ALLIANCE FLORIDA