

P95000002707

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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****122.50 ****122.50

OFFICE USE ONLY

(904) 385-6735

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

1. Friends An America Distributors, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 5:00 ☒ 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

RECEIVED
95 JAN 11 AM 10:57
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA
95 JAN 11 PM 1:30
FILED

FILED

95 JUN 11 PM 1:30

TALLAHASSEE, FLORIDA

(1)

ARTICLES OF INCORPORATION
OF
FRIENDS IN AMERICA DISTRIBUTORS, INC.

The undersigned subscriber to these Articles on Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Law of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: FRIENDS IN AMERICA DISTRIBUTORS, INC. -----

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a surety, express, railroad, canal, telegraph, or cementery company, cooperative association, fraternal benefits society, State fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of stock certificates that this corporation is authorized to have outstanding at any one time is ONE THOUSAND OCertificates of Common Stock, all of which are to be of \$1.00 par value each.

The consideration for the issuance of the aforementioned certificates the disposal of treasury certificate be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Certificate may not be issued until the full amount of the consideration for which certificate are to be issued shall be deemed to be fully paid and nonassessable and exempt for assessment.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is: 10281 SW 137TH. CT., Miami, FL. 33186 and the name of the initial registered agent of the Corporation is FOXANA ROCKEFMAN, 10281 SW 137TH. CT., MIAMI, FL. 33186.



FOXANA ROCKEFMAN

ARTICLE VI - DIRECTORS

This corporation shall have three directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Members.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:


ROXANA ROCKERMAN
10201 SW 137TH. CT.,
MIAMI, FL. 33186

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serve at request of this corporation, as a director or officer of any other corporation, from and against any all claims and liabilities to which such person shall become subject by reason of his having a

heretofore or hereafter taken or omitted by him as such directors or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.


The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or

(5)
transaction of the corporation, provided that the fact that he or
such firm so interested shall be disclosed or shall have been ~~was~~
known to the Board of Directors or such members thereof or shall
be presented at any meeting of the Board at which action upon any
such contract or transaction shall be taken; and any director of
the corporation who is also a director or officer of such other
corpo ration or is so interested may be counted in determining the
existence of a quorum at any meeting of the Board of Directors
of the corporation which shall authorize any such contract or
transaction, any may vote there at the authorize any such
contract or transaction, with the same force and effect as if he
were not such director or officer of such other corporation or
not so interested.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of
these Articles of Incorporation is:


Roxana Rookerman
10281 SW 137th. Ct.,
Miami, Fl. 33186

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rate share thereof (as nearly as may be done without insurance of fractional shares) at the price of which it is offered to others.

(7)

IN WITNESS WHEREOF, the undersigned subscribers has executed
these Articles of Incorporation, this 6th
day of January, 1995.

Roxana Rockerman
Roxana Rockerman

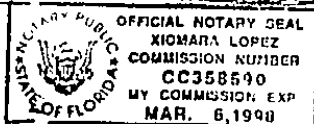
STATE OF FLORIDA 1
 1 SS
COUNTY OF DADE 2

BEFORE ME, a Notary Public authorized to take
acknowledgements in the state and county set forth above,
personally appeared, ROXANA ROCKERMAN — know to me and
known by me to be the person who executed the foregoing Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this 6th
day of January, 1995.

Xiomara Lopez
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.034 Florida Statutes the Undersigned Corporation organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FRIENDS IN AMERICA DISTRIBUTORS, INC.

2. The name and address of the registered agent and office
ROXANA ROCKERMAN, 10201 SW 137TH. CT., MIAMI, FL. 33186

TALLAHASSEE, FLORIDA

95 JAN 11 PM 1:30

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE AGREEMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Roxana Rockerman
ROXANA ROCKERMAN