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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) 305-6735

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

1. The New JENNY KITCHEN CABINETS, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:30
 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

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 FLORIDA DIVISION OF CORPORATION

[Handwritten Signature]
 1/11/95

Examiner's Initials

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:
The New Jenny Kitchen Cabinets Inc.

ARTICLE TWO

NATURE OF BUSINESS

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 corporate 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 conclusively

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sive.

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 NINE
STOCKHOLDERS 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>
<u>ANGEL ARCA</u>	<u>1413 W. 43 PL, HIALEAH, FL</u>	<u>PRESIDENT</u>	<u>100%</u>
<u>GISELA ESPINO</u>	<u>SAMO</u>	<u>TREASURER</u>	<u>0</u>
<u>MIGUEL ARCA SR.</u> <u>(INACTIVE INVESTOR)</u>	<u>4101 W. 29 ST, #D-72 HIALEAH, FL.</u>	<u>MANAGER</u>	<u>0</u>

ARTICLE ELEVEN

REGISTERED AGENT

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

ANGEL ARCA
600 W. 27TH ST
HIALEAH, FL. 33010

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. The corporation may change its principal office at any time.

SUBSCRIBER/DIRECTOR: ANGEL ARCA
STREET ADDRESS/PRINCIPAL OFFICE: 600 W. 27TH ST.
HIALEAH FL 33010

IN WITNESS WHEREOF, the undersigned subscriber does make,

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING 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 THE NEW JENNY KICHEN CABINETS 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 Mt. Lake, County of Dade, State of Florida, has named:

ANGEL ARCA

as its agent to accept service of process within this State.

ANGEL ARCA

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 provisions of said Act relative to keeping open said office.

Angel Arca
ANGEL ARCA

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

~~X Angel Arca~~
ANGELO ARCA
PRESIDENT

~~Jose E. Espino~~
JOSE E. ESPINO
TREASURER

~~Miguel Arca Sr.~~
MIGUEL ARCA SR.
MANAGER

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:

~~Oscar Lopez~~
NOTARY PUBLIC

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
OSCAR LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC287470
MY COMMISSION EXP. MAY 16, 1997

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STATE
TALMADGE
FLORIDA

P9500002962

THE NEW JENNY KITCHEN CABINETS INC.
600 W 27 ST
HIALEAH FL 33010

I.D. # 65-0547215
FL DOC # P95000002962

BY THIS MEAN WE MR ANGEL ARCA AS PRESIDENT AND MRS GISELA ESPINO AS TREASURER OF THE ABOVE FULLY IDENTIFIED CORPORATION TRANSFER ALL THE LEGAL POWERS TO THE FOLLOWING PERSON:

MR ALBERTO ARCA, S/S # 266-04-5734, FLA DRIVERS LICENSE # A-620-000-051-050-0, BORN ON FEBRUARY 10, 1951 WITH THE ADDRESS OF 853 F 24 ST, HIALEAH, FLA. 33013, TLF # (305) 691-8553

MR HECTOR BATISTA, S/S # 264-33-4193, FLA DRIVERS LICENSE # B-323-330-57-181-0, BORN ON MAY 21, 1957 WITH THE ADDRESS OF 2271 SW 61 AVE, MIAMI, FLA 33155, TLF (305) 266-7030

THEY WILL OPERATE THE CORPORATION FOR THE REASON WHO WAS CREATED AND LEGALIZED WITH MR ARCA ABOVE AS PRESIDENT AND MR BATISTA ABOVE AS SECRETARY.

THEY WILL NOT, AT ANY TIME, UNDER ANY CIRCUMSTANCES DIVIDE, TRANSFER, SUBCONTRACT OR IN ANY WAY DO ANYTHING EXCEPT WORK THEIRSELVES WITH THE NAME OF THE COPORATION AND THE MACHINERY AND EQUIPMENT INSIDE OF THE PREMISES.

SWORN AND SUBSCRIBED BEFORE ME THE UNDERSIGNED AUTHORITY AT THE CITY OF HIALEAH, FLA USA ON THE FOLLOWING DATE WHO WILL BE STAR-
TING OF THE AGREEMENT JUNE FIRST 1997

Angel Arca
ANGEL ARCA, PRESIDENT

Gisela Espino
GISELA ESPINO, SECRETARY

Alberto Arca
ALBERTO ARCA, ACCEPTING

Hector Batista
HECTOR BATISTA, ACCEPTING

Oscar Lopez
OSCAR LOPEZ, NOTARY PUBLIC

Miguel Arca
MIGUEL ARCA, WITNESS

OFFICIAL NOTARY SEAL
OSCAR LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC643358
MY COMMISSION EXP. MAY 16 2001

O. Arca
6/4/97