

P95000003220

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. B7 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 01/23/95 BY 01041--007

*****122.50 *****122.50

OFFICE USE ONLY

(904)385-6735

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

1. Gilmer v/d inc
(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/ 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

**ARTICLES OF INCORPORATION
OF
GUMER'S, INC.**

FILED
55 JAN 12 PM 1:02
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is:

GUMER'S, INC.

ARTICLE TWO

The principal office of the corporation shall be located at:

**1623 S.W. 31st., Avenue
Miami, Florida 33145**

Other offices for the transaction of business may be located wherever the Directors may deem necessary of expedient.

ARTICLE THREE

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

ARTICLE FOUR

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE FIVE

The corporation shall have two directors initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
FRANCISCO HERRERA	1623 S.W. 31st., Avenue Miami, Florida 33155
GUMERSINDO HERNANDEZ	1623 S.W. 31st., Avenue Miami, Florida 33155

ARTICLE SIX

The names and addresses of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
FRANCISCO HERRERA	1623 S.W. 31st., Avenue Miami, Florida 33145
GUMERSINDO HERNANDEZ	1623 S.W. 31st., Avenue Miami, Florida 33145

ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
GUMERSINDO HERNANDEZ	1623 S.W. 31st., Avenue Miami, Florida 33145

ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

ARTICLE NINE

The number of shares the corporation is authorized to issue is 30 shares, which shall be common stock of \$10.00, par value, each.

ARTICLE TEN

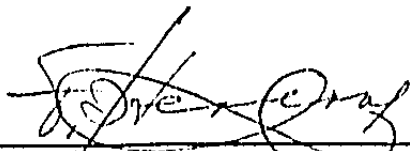
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE ELEVEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned Incorporator set my hand and affixed my seal, on this

11 day of January, 1995.


Francisco Herrera, Incorporator


Gumersindo Hernandez, Incorporator

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.


Gumersindo Hernandez, Resident Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11, day of January, 1995, by Francisco Herrera and Gumersindo Hernandez, who have produced their Florida Driver's licenses as identification, who are known to me.

Maria P. Hidalgo
Notary Public

P:GUMERS.COR

Armando Pardillo Law Offices, P.A.

1401 PONCE DE LEON BLVD
SUITE 201
CORAL GABLES, FLORIDA 33134-4007

TELEPHONE (305) 444-0100
TELECOPIER (305) 444-4375

995000003220

February 8, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

600001405886
02/14/95--01079--006
++++123.00 +++++123.00

RE: Filing of Articles of Merger of
Prontovest N.V. with Gumer's Inc.
Our File #93-236

Dear Sirs:

Enclosed please find check in the sum of \$123.00, to cover the cost of filing and of the Certified Copy regarding the above captioned matter.

Should you have any questions, don't hesitate to call, I remain.

Very truly yours,

Marie
Marie
Secretary to
Mr. Pardillo

Encls.

W

95 MAR -3 AM 9:19
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

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MERGING:

PRONTOVEST N.V., A NETHERLANDS ANTILLES CORPORATION NOT
QUALIFIED IN THE STATE OF FLORIDA

INTO

GUMER'S, INC., a Florida corporation, P95000003220

File date: March 3, 1995

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

ARMANDO PARDILLO LAW OFFICES, P.A.
% MARIE
1401 PONCE DE LEON BLVD., #202
CORAL GABLES, FL 33134-4007

SUBJECT: GUMER'S, INC.
Ref. Number: P95000003220

We have received your document for GUMER'S, INC. and your check(s) totaling \$123.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return 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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 095A00006901

FILED
85 FEB -3 AM 2:18
TALLAHASSEE, FLORIDA

TO: Department of State, Date Paid: _____, 1995

Tallahassee, Florida 32304, Filing Fees \$_____.

**ARTICLES FOR THE MERGER OF
PRONTOVEST N.V.
A FOREIGN CORPORATION, WITH AND INTO
GUMER'S INC. A DOMESTIC CORPORATION**

TALLAHASSEE, FLORIDA
95 MAR -3 AM 8:19
FBI

Pursuant to the provisions of Section 607.1107 of the Florida General Corporation Act, the undersigned foreign and domestic corporation adopt the following articles of merger for the purpose of merging the foreign corporation into the domestic corporation:

1. The names of the corporations and the jurisdictions under whose laws they are organized are:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Prontovest N.V.	Netherlands Antilles
Gumer's, Inc.	Florida

2. The laws of the jurisdiction under which the Netherlands Antilles corporation is organized permits a corporate combination effectively equivalent to a merger.

3. The name of the surviving corporation is Gumer's, Inc., and is to be governed by the laws of the State of Florida.

4. The attached plan of merger (Exhibit "A") was approved by the Shareholders of the domestic corporation in the manner prescribed by the Florida General Corporation Act and, effectively complies with the laws of the Netherlands Antilles.

5. As to each corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are:

Name of Corporation	Number of Shares Outstanding	Designation of Class	Number of Shares
Prontovest N.V.	300	(only 1 class)	300
Gumer's Inc.	300	(only 1 class)	300

6. As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted for	Total Voted Against	Voted Class	Voted For	Voted Against
Prontovest N.V.	300	-0-	(only 1 class)	300	-0-
Gumer's Inc.	300	-0-	(only 1 class)	300	-0-

7. Surviving corporation is to be governed only by the laws of the State of Florida.

Dated: February 8, 1995.

PRONTOVEST N.V.

By: [Signature]
Francisco Herrera, President

Attest: [Signature]
Francisco Herrera, Secretary

GUMER'S, INC.

By: [Signature]
Francisco Herrera, President

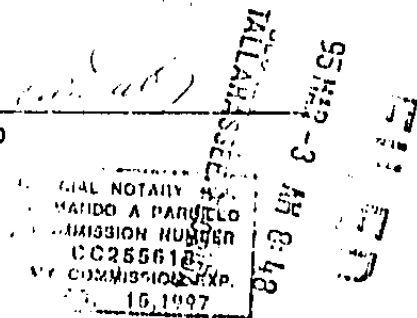
Attest: [Signature]
Gumersindo Hernandez, Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Merger was acknowledged before me this 5 day of FEBRUARY, 1995, by Francisco Herrera, as Managing Director/President of Prontovest N.V., a Netherlands Antilles corporation, on behalf of the corporation. He has produced his Allen's card as identification.

Armando A. Pardillo
Notary Public

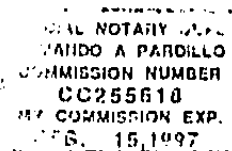


STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Merger was acknowledged before me this 5 day of FEBRUARY, 1995, by Francisco Herrera and Gumersindo Hernandez, as President and Secretary respectively of Gumer's, Inc., a Florida corporation, on behalf of the corporation. Francisco Herrera has produced his Allen's card as identification, and Gumersindo Hernandez has produced his Florida Driver's license as identification.

Armando A. Pardillo
Notary Public



P:ARTMERGE.COR

EXHIBIT

7

PLAN OF MERGER

This Plan of Merger dated January 23rd, 1995, between Prontovest N.V. ("Prontovest"), the merged corporation and Gumer's, Inc., ("Gumer's") the surviving corporation.

WITNESSETH:

WHEREAS, Gumer's is a corporation organized and existing under the laws of the State of Florida with its principal office at Miami, Florida; and

WHEREAS, Gumer's has a capitalization of 300 authorized shares of which 300 are issued and outstanding; and

WHEREAS, Prontovest is a corporation organized and existing under the laws of Netherlands Antilles with its principal office in the Netherlands Antilles and is qualified as a foreign corporation in the State of Florida; and

WHEREAS, Prontovest has a capital of 300 authorized share of which 300 shares are issued and outstanding; and

WHEREAS, the Board of Directors of the constituent corporations deem it desirable and in the best business interest of the corporation and their shareholders that Prontovest be merged into Gumer's pursuant to the provisions of Section 607.1101 et.seq. of the Florida General Corporation Act in order that the transaction qualify as a transaction pursuant to Section 332 of the Internal Revenue Code of 1954.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporation agree:

Section One. Merger. Prontovest shall merge into Gumer's, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the merged corporation shall cease, and the surviving corporation shall succeed to all rights, privileges, immunities, and franchises, and all property, real, personal, and mixed of the merged corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merged corporation, and neither the rights of creditors nor any liens on the property of the merged corporation shall be impaired by the merger.

Section Three. Mode of Affecting Merger. Because all the shares of the outstanding capital stock the merged corporation and surviving corporation are all owned by the same person, no additional shares need be issued to reflect the ownership interest after the effective date. The certificates representing the shares of stock of the disappearing corporation shall be surrendered and cancelled on the effective date. The then outstanding shares of the surviving corporation shall continue thereafter to constitute all the outstanding stock of the corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation Gumer's shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in By-Laws. The Bylaws of the surviving corporation Gumer's shall continue to be its Bylaws following the effective date of the merger.

Section Six. Directors and Officers. The Directors and Officers of the surviving corporation Gumer's on the effective date of the merger shall continue as the Directors and Officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transaction. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida and of the Netherlands Antilles to consummate this merger.

Section Eight. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporation in the manner provided by the applicable laws of the State of Florida and of the Netherlands

Antillas at meetings to be held on or before February 6th, 1995, or at such other time as to which the boards of directors of the constituent corporation may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterparts shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first above written.

PRONTOVEST N.V.

By: [Signature]
Francisco Herrera

Attest: [Signature]
Francisco Herrera

GUMER'S INC.

By: [Signature]
Francisco Herrera

Attest: [Signature]
Gumersindo Hernandez

FILED
95 MAR -3 AM 8:49
TALLAHASSEE, FLORIDA