

P95000005361

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. ~~SEB Enterprise, Inc.~~
(Corporation Name) (Document #)
2. ~~SEB Enterprise, Inc.~~
(Corporation Name) (Document #)
3. ~~SEB Marketing & Distribution Corporation~~
(Corporation Name) (Document #)
4. ~~SEB Marketing & Distribution Corporation~~
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
95 JAN 20 PM 3:18
TALLAHASSEE, FLORIDA

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

Rejected
-W95000001235
B885

308
502
509
671
5001
1/26/95

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1995

LAZARUS

TALLAHASSEE, FL

SUBJECT: SER ENTERPRISE, INC.
Ref. Number: W95000001238

We have received your document for SER ENTERPRISE, INC. and check(s) totaling \$. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The corporate name must be identical throughout the document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00002056

DIVISION OF CORPORATIONS

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95 JAN 20 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1)

ARTICLES OF INCORPORATION
OF
SER MARKETING & DISTRIBUTOR ENTERPRISE 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: SER MARKETING & DISTRIBUTOR ENTERPRISE 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 shares of stock that this corporation is authorized to have outstanding at any one time is ---- ONE THOUSAND (1000)----- shares of Common stock, all of which are to be of \$ 1.00 per value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may not be issued until the full amount of the consideration for which shares 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 13247 N.W. 8TH. STREET, MIAMI, FLORIDA 33182 and the name of the initial registered agent of this corporation at that address is: FRANZIA ITURBE MARIANI, 13247 N.W. 8TH. ST., MIAMI, FLORIDA 33182.

ARTICLE VI - DIRECTORS

This corporation shall have two 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 Stockholders.

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:

Francia Turbe Mariani
FRANCIA TURBE MARIANI
13245 N.W. 8TH. STREET
MIAMI, FL. 33182

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 -

(4)

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 -- known to the Board of Directors or such members thereof as 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 corporation 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:

Francia Iturbe Mariani
FRANCIA ITURBE MARIANI
13247 N.W. 8TH. STREET
MIAMI, FL. 33182

(6)

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)

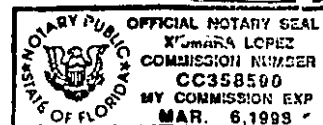
IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation, this 15th day of November, 1993.

F. Iturbe Mariani
FRANCIA ITURBE MARIANI

STATE OF FLORIDA 1
 1 SS
COUNTY OF DADE 1

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared, FRANCIA ITURBE 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 17th day of July, 1994.



Ximena Lopez
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

(8)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant in 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: SER MARKETING & DISTRIBUTOR ENTERPRISE INC.
13247 N.W. 8TH. STREET, MIAMI, FL. 33182.

2. The name and address of the registered agent and office is:
FRANCIA ITURBE MARIANI, 13247 N.W. 8TH. STREET, MIAMI, FL.
33182.

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HAVING BEEN NAMED AS REGISTERED AGENT AND IF ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATED, 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.

Francia Iturbe Mariani
FRANCIA ITURBE MARIANI