

9500005385

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

800001388998

-01/25/95--01034--002

\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

(904)385-6735

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

Miami: "MERIT CORPORATION"

(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

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TALLAHASSEE, FLORIDA

95 JUN 20

PM 3:18

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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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6201503  
1346

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 19, 1995

LAZARUS

MIAMI, FL

SUBJECT: "MERIT CORPORATION "  
Ref. Number: W95000001346

*will wait*  
We have received your document for "MERIT CORPORATION " and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please return the enclosed check for \$122.50 or a newly issued check with your corrected document.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 895A00002317

ARTICLES OF INCORPORATION

of

MIAMI-MERIT CORPORATION

(a corporation for profit)

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together in order to form a CORPORATION FOR PROFIT under the provisions of § 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

**ARTICLE I - NAME, ADDRESS AND AGENT**

The name of this corporation shall be: MIAMI-MERIT CORPORATION

(hereinafter referred to as "the corporation"). Its Registered Office shall be located at PRINCIPAL OFFICE  
950 S.W. 24th. Road, MIAMI, FLORIDA 33129-1833.

and its Registered Agent shall be Mr. Raimundo GONZALEZ.

**ARTICLE II - TERM OF EXISTENCE**

The corporation's term of existence or duration shall be perpetual.

**ARTICLE III - PURPOSES**

The general nature of the business, objectives, and purposes to be transacted and carried on are to do any and all things allowed and permitted

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TALLAHASSEE, FLORIDA

2 to be done by corporations under the Laws and Constitution of the State of  
3 Florida.

4  
5 **ARTICLE IV - STOCK**  
6

7 The stock of this Corporation shall be divided into One thousand - - -  
8 (-1000 - - - ) shares of stock of a par value of One and no/100 - - - - Dollars  
9 (\$ 1.00 - - - ) per share, all of one class, namely, Common Stock, and having  
10 an aggregate value of One thousand and no/100 - - - - - - - - - - Dollars  
11 (\$ -1,000.00 - - - - - ). All said stocks shall be payable in cash, property, labor  
12 or services, at a just valuation to be fixed by the Board of Directors; property,  
13 labor or services may be purchased or paid for with the capital stock, at a just  
14 valuation to set by the Board of Directors.

15  
16 **ARTICLE V - CAPITAL**

17 The amount of capital with which this corporation shall begin business  
18 shall be no less than One thousand and no/100 - - - - - - - - - - Dollars  
19 (\$ -1,000.00- ).

20  
21 **ARTICLE VI - DIRECTORS**  
22

23 The number of directors of the Corporation shall not be less than two(2)  
24 or more than fifteen(15), or as provided in the Bylaws of this corporation.

25  
26 **ARTICLE VII - BOARD OF DIRECTORS**  
27

28 The names and addresses of the persons who are to serve as Directors  
for the ensuing year, or until the first annual meeting of the corporation, are:

NAME(S)	ADDRESSES
---------	-----------

Mr. Raimundo GONZALEZ .....	950 SW. 24th. Road, MIAMI, FLORIDA 33129-1833.-
Mrs. Maria GONZALEZ .....	950 SW. 24th. Road, MIAMI, FLORIDA 33129-1833.-
Mr. Felipe GONZALEZ.....	950 SW. 24th. Road, MIAMI, FLORIDA 33129-1833.-

a) Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws;

b) The business affairs of this corporation shall be managed by the Board of Directors; and

c) The Board of Directors shall be shareholders in the Corporation.

### ARTICLE VIII - OFFICERS

a) This corporation shall have the following officers:

- 1) a President; ..... Mr. Raimundo GONZALEZ
- 2) a Vice-President;..... Mrs. Maria GONZALEZ
- 3) a Secretary; and ..... Mr. Felipe GONZALEZ
- 4) a Treasurer..... Mr. Felipe GONZALEZ

b) A person may hold two or more offices;

c) The Board of Directors shall, by majority vote, elect the persons who are to serve as officers fro the ensuing year in their annual meeting or as provided in the By-Laws; and

1 Page No. 4

2 d) The names of the persons who are to serve as officers of this  
3 corporation until the first annual meeting of the Board of Directors are as  
4 follows:

5	<u>NAMES</u>	<u>OFFICES</u>
6	Mr. Raimundo GONZALEZ.....	President
7		
8	Mrs. Maria GONZALEZ.....	Vice-President
9	Mr. Felipe GONZALEZ.....	Secretary
10	Mr. Felipe GONZALEZ.....	Treasurer

11  
12 **ARTICLE IX - SUBSCRIBERS**

13 The names, addresses, and numbers of shares of Common Stock each  
14 of the Subscribers to these Articles agreed are as follows:

16	<u>NAMES AND ADDRESSES</u>	<u>NUMBER OF SHARES</u>
17	Mr. Raimundo GONZALEZ .....	<u>495 shares.</u>
18	950 SW. 24th. Road,	
19	MIAMI, FLORIDA 33129-1833.	
20	Mrs. Maria GONZALEZ .....	<u>495 shares.</u>
21	950 SW. 24th. Road,	
22	MIAMI, FLORIDA 33129-1833.	
23	Mr. Felipe GONZALEZ .....	<u>10 shares.</u>
24	950 SW. 24th. Road,	
25	MIAMI, FLORIDA 33129-1833.	

26 **ARTICLE X - BY-LAWS**

27 The Board of Directors of this Corporation may provide such By-Laws  
28 for the conduct of its business and the carrying out of its purpose as they may  
deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered, or rescinded by a two-thirds ( $\frac{2}{3}$ ) vote of those members of the Board of Directors present at any regular meeting or special meeting call for that purpose.


### ARTICLE XI - AMENDMENTS


These Articles of Incorporation may be amended at a special meeting of the Shareholders called for that purpose, by a two-thirds ( $\frac{2}{3}$ ) vote of the the Shareholders.

Further, amendments to these Articles of Incorporation may be made at a regular meeting of the Shareholders upon notice, as provided by in the By-Laws, of intention to submit such amendments, and approval by a two-thirds ( $\frac{2}{3}$ ) vote of the Shareholders.

WE, the undersigned subscribing Incorporators, have hereunto set our hands and seals, this 30th. day of December A.D.1994, for the purpose of forming this Corporation for Profit under § 607 of the Florida Statutes.

  
Mr. Raimundo GONZALEZ (L.S.)

  
Mrs. Maria GONZALEZ (L.S.)

  
Mr. Felipe GONZALEZ (L.S.)

**ACKNOWLEDGEMENT**

STATE OF FLORIDA )  
COUNTY OF DADE )

ss:

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, duly qualified and commissioned by the Governor and Secretary of State of the aforementioned State, by virtue of the authority granted to them by the Laws and Constitution of the aforementioned State, personally appeared Mr. Raimundo GONZALEZ, Mrs. Maria GONZALEZ,

, and Mr. Felipe GONZALEZ.-

to be known to be the persons described in as Subscribers and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this Thirtieth day of December A.D.1994, in the City of Miami -----, County of Dade -----, State of Florida.

  
Mr. J. M. GONZALEZ

Notary Public

State of Florida

Notary I.D. No. 91512660.-

Commission No. 166332.-

My commission expires:  
December 27, 1995.-

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES DEC. 27, 1995  
BONDED THRU GENERAL INS. UND

1 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
2 THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED  
3 OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE  
4 SERVED.

5 In compliance with § 607.034, Florida Statutes, the following is  
6 submitted:

7  
8 First -- That MIAMI-MERIT CORPORATION  
9  
10 desiring to organize under the Laws of the State of Florida with its principal  
11 office, as indicated in the Articles of Incorporation, in the City of Miami,  
12 County of Dade, State of Florida, has named Mr. Raimundo GONZALEZ,  
13 in the City of Miami - - - - -, County of Dade - - -, State of Florida, as its  
14 registered agent to accept services of process within the State of Florida.  
15

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

16  
17  
18  
19  
20 ACCEPTANCE:

21 Having been named to accept service of process for the above stated  
22 corporation, at the place designated in this certificate, I hereby accept to act  
23 in this capacity, and agree to comply with the provisions of said Act, relative  
24 to keeping open said office.

25  
26 by: Raimundo Gonzalez  
27 Mr. Raimundo GONZALEZ, Agent.-  
28