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MIAMI, FLORIDA 33 (City, State, Zip)	174 (305)552-5973	. ***1	*122.50 ****122.
LOCAL REPRESENTATIV	(Phone #) E TALLAHASSEE		
(904)385-6735		OFFICE USE ONLY	
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## ARTICLES OF INCORPORATION

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## PATHART CORP.

### ARTICLE I

### Name

The name of this corporation is:

### PATHART CORP.

### ARTICLE II

#### Purpose

The purpose of this corporation is to engage in the business of interior decoration, in all of its phases.

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

### ARTICLE III

### Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

#### ARTICLE IV

### Preemptive Rights

The corporation elects to have preemptive rights.

### ARTICLE V

# Restrictions on transfer of shares

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

### ARTICLE VI

# Main Place of Business, Initial Registered Office and Agent

The initial registered office, and mailing address of the Corporation is: 995 North Venetian Drive, Miami, Florida, 33139, and the Registered Agent is: Rolando A. Amador, Esq., Amador & Amador, P.A., 780 N.W. LeJeune Road, Suite 409, Miami, Florida 33126.

### ARTICLE VII

## Initial Board of Directors

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time in the manner provided in the by-laws.

## ARTICLE VIII

### <u>Incorporators</u>

The name and address of the person signing these articles is:

<u>Name</u>

Street Address

Roberto Martinez

995 North Venetian Drive Miami, Florida 33139

### ARTICLE IX Officers

This corporation shall have the officers described in its bylaws or appointed by the board of directors in accordance with the by-laws.

### ARTICLE X

### By-Laws

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

### ARTICLE XI

## Procedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

### ARTICLE XII

## Date of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this  $\frac{\partial \sigma \mathcal{U}_{L}}{\partial \sigma \mathcal{U}_{L}}$  day of January, 1995.

the

ROBERTO MARTINEZ

STATE OF FLORIDA ) ) SS COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ROBERTO MARTINEZ, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same, thir  $20t_{1}$  day of January, 1995.

My Commission Expires:

NOTARY PUBLIC-State of Florida

Printed Name: CARMEN ANNOR

OFFICIAL NOTARY SEAL CARMEN AMADOR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC199616 LY COMMESSION EXP. MAY 20,1996

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, 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.

 $\geq$ 35 ROLANDO A. ANADOR . REGISTERED AGENT P11 2: 11 5