

**P4500008132**

OFFICE USE ONLY (Document #)  
LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)  
800 S.W. 87 AVENUE #16  
(Address)  
MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE  
(904) 385-6735

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\*\*\*\*122.50 \*\*\*\*122.50  
OFFICE USE ONLY

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

1. S & S Food Corp  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
05 JAN 31 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

JAN 31 1995    BSB  
*W952021*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 30, 1995

LAZARUS

MIAMI, FL

SUBJECT: NICA FOOD CORP.  
Ref. Number: W95000002021

We have received your document for NICA FOOD CORP. 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):

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.

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: 895A00003677

ARTICLES OF INCORPORATION

of:

S & S FOOD OF MIAMI CORP.

FILED

95 JAN 31 PM 3: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be S & S FOOD OF MIAMI CORP.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 12878 S.W. 250 Tr.

MIAMI, FLORIDA 33032

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a).- GROCERY & RESTAURANT SERVICE.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is: 1,000 shares of common stock, having a nominal or par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00 per share.

Prepared by: Small Business Development Associates, Inc. 344 W. 65th. St. Hialeah, Fl. 33012

(305) 926-1999, FAX (305) 926-5711

ARTICLE V.  
TERM

This corporation shall have perpetual existence.

ARTICLE VI.  
REGISTERED AGENT AND REGISTERED OFFICE

The REGISTERED AGENT for the corporation shall be RUTH SOBALVARRO  
and the REGISTERED OFFICE shall be located at 12878 S.W. 250 Tr. MIAMI, FLORIDA  
33032, or at such place the board of directors shall from time to time direct, with  
appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VII.  
DIRECTORS

This corporation shall have no less than 1 nor more than any 9 directors  
as set forth in the By-laws. The names and street addresses of the first board of directors of this  
corporation who subject to these Articles of Incorporation, By-laws of the State of Florida, shall hold  
office until their successors have been elected and qualified are:

NAME	STREET ADDRESS
<u>RUTH M. SOBALVARRO</u> PRESIDENT 50% of SHARES	<u>12878 S.W. 250 TR. MIAMI,</u> <u>FLORIDA 33032</u>
<u>DORA ZAMORA</u> VICE PRESIDENT 25% of SHARES	<u>12878 S.W. 250 TR. MIAMI,</u> <u>FLORIDA, 33032</u>
<u>EDELBERTO R. SOBALVARRO</u> SEC / TREASURER 25% of SHARES	<u>12878 S.W. 250 TR/ MIAMI,</u> <u>FLORIDA 33032</u>

ARTICLE VIII.  
SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is: \_\_\_\_\_

RUTH M. SOBALVARRO, 12878 S.W. 250 TR. MIAMI, FLORIDA 33032

ARTICLE IX.  
PROVISO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation, which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of such meeting, in writing, and providing a majority of the directors shall have approved the action the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting of consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county or nation, or any private organization, corporation, person or persons.

Nothing in this article shall be constructed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or where ever a greater vote is required by law or in the By-laws by that vote.

**ARTICLE X.**  
**INSPECTION OF BOOKS AND RECORDS**

the corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; no shareholder shall have the right of, inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

**ARTICLE 11.**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, that are determined to be reasonable, incurred by or imposed upon his connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII.  
TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with the law shall be present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XIII.  
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law IN WITNESS WHEREOF, I have hereunto set my hand and seal at

  
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared RUTH M. SOBALARRO to me known to be the individual described in and who executed the foregoing Articles of Incorporation of S & S FOOD OF MIAMI CORP., and that acknowledged before me that signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 10 day of JANUARY, 1995

OFFICIAL NOTARY SEAL  
RAFAEL RICARDO MARTINEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC201579  
MY COMMISSION EXP. MAY 14, 1996

My Commission Expires: \_\_\_\_\_

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

