

P9500009321

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5073

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

SEARCHED INDEXED  
SERIALIZED FILED  
FEB 2 1995

OFFICE USE ONLY

(904) 385-6735

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

1. Coffee Plantation Enterprises, Inc.  
(Corporation Name) (Document #)

2. Garrison Coffee Plantation Enterprises, Inc.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

**EFFECTIVE DATE**

FEB 2 1995

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

SEARCHED  
INDEXED  
SERIALIZED FILED  
FEB 3 1995  
RECEIVED  
FLORIDA SECRETARY OF STATE  
REGISTRATION AND FILINGS

STATE OF FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

95 FEB -3 PM 2:42

ARTICLES OF INCORPORATION  
OF:

CAPITAL ENTERPRISES, INC.  
6130 WEST 21 CT #202  
HIALEAH FLORIDA 33016

ARTICLE I - NAME.

The name of this corporation is: CAPITAL ENTERPRISES, INC.

ARTICLE II - DURATION.

This corporation is to exist perpetually. It shall commence its existence upon the signing of these articles of incorporation by the initial subscriber.

ARTICLE III - PURPOSE.

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

**EFFECTIVE DATE**

ARTICLE IV - CAPITAL STOCK

FEB 2 1995

This corporation is authorized to issue 600 (SIX HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of 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 actually performed for the corporation. The consideration for the issuance of shares or for the disposal of which is intended to be for full value, given, and received, for the same, such shares shall be entitled to full participation in the

ARTICLE V - BY-LAW POWERS

any shareholder, upon the date for each of whom a copy of this corporation of the stock held, class or series as last which he or she held,

shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 6130 West 21 Court #202, Hialeah, Florida 33016 and the name of the initial registered agent of this corporation at that address is CARLOS JOSE RAMIREZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS.

This corporation shall have ONE director(s) 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 but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS.

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
CARLOS JOSE RAMIREZ, PRESIDENT S/S #123-78-4573 5-29-65	6130 W 21 Ct #202, Hialeah, FL 33016

ARTICLE IX - INDEMNIFICATION.

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or 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 or shall

anything herein contained to 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 director 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 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 of such members thereof as shall be present 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, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director on the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
CARLOS JOSE RAMIREZ , PRESIDENT	613- W 21 CT #2-7 HIALEAH, FL.33016

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

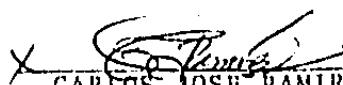
This corporation shall have all power necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - 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 a stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 02 day of February 1995.

  
CARLOS JOSE RAMIREZ, PRESIDENT

STATE OF FLORIDA )

COUNTY OF DADE )

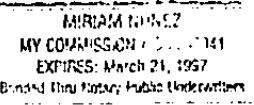
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared CARLOS JOSE RAMIREZ

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 02 day of February 1995.

  
NOTARY PUBLIC STATE OF FLORIDA AD LARGO

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT THON D'ORI  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the  
following is submitted, in compliance with said Act:

First: That CAPITAL ENTERPRISES, INC.,  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at City of Miami, County of Dade, State of  
Florida, has named Carlos Jose Ramirez,  
located at 6130 West 21 Court #202,  
city of Hialeah, Florida 33042 County of Dade,  
State of Florida, as its agent to accept service of process  
within this State.

ACKNOWLEDGEMENT:

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

X   
REGISTERED AGENT  
CARLOS JOSE RAMIREZ

95 FEB -3 PH 2:42  
RECEIVED  
REGISTRY OF STATE  
CORPORATIONS  
FILED