

P95000010212

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

(904) 385-6735

OFFICE USE ONLY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -7 PM 3:02

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

T0000140214  
-02/10/95--01023--016  
\*\*\*\*122.50 \*\*\*\*122.50

1. Grupo Scandi USA INC.  
(Corporation Name) (Document #)
2. Matatón GROUP SCANDI LI-SA LLC  
(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

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

T00001402787  
-02/10/95--01023--016  
\*\*\*\*122.50 \*\*\*\*122.50

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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
GRUPO SCANDI USA, INC.

95 FEB -7 PM 3:02

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities to a Corporation, for profit, generally, and hereby make, subscribe, acknowledge had file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE  
Name of the Corporation

The name of this Corporation is:

GRUPO SCANDI USA, INC.

ARTICLE TWO  
Nature of Business

The general nature of the business to be transacted by this Corporation is:

Any business legal under the laws of Florida,  
including but no limited to the export and import.

ARTICLE THREE  
Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR  
Initial Capital

The amount of Capital with which this Corporation shall begin business shall be five Hundred Dollars ( \$500.00)

ARTICLE FIVE  
Term of Existence

This Corporation shall be perpetual existence.

ARTICLE SIX  
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

613 Ocean Drive # 11-D  
Key Biscayne FL. 33149

ARTICLE SEVEN  
Directors

There shall be a Board of Directors for this Corporation which consist of TWO persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholder called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE EIGHT  
Initial Board of Directors

The names and addresses to the first Board of Directors is as follows:

NAMES	ADDRESSES	OFFICE
FERNANDO AGUERO	613 Ocean Drive # 11-D Key Biscayne, FL. 33149	PRESIDENT
TERESA BENOTTO	613 Ocean Drive # 11-D Key Biscayne, FL. 33149	V/PRESIDENT

**ARTICLE NINE**  
**Subscribers**

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of Stock each agrees to purchase are:

NAMES	ADDRESSES	NO. OF SHARES
FERNANDO AGUERO	613 Ocean Drive # 11-D Key Biscayne, Fl. 33149	250
TERESA BENCITO	613 Ocean Drive # 11-D Key Biscayne, Fl. 33149	250

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

**ARTICLE TEN**  
**Conflict of Interest**

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 Officers of this 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 transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

**ARTICLE ELEVEN**  
**Amendment**

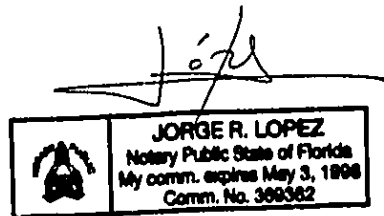
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State

of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 3 day of February, 1995.

Fernando Aguirre  
President

Luisa Garcia  
V/President



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

GRUPO SCANDI USA, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

FERNANDO AGUERO  
613 OCEAN DRIVE # 11-D  
KEY BISCAYNE, FL. 33149

SIGNATURE

Fernando Aguero

TITLE

Vice President

DATE

2-3-1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Fernando Aguero

DATE

2-3-1995