

P95000010744

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

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

1. JAPA, INC  
(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

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 FEB -8 PM 4:05

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-02/15/95--01049--005  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

W95-2301  
KAN 2-8



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1995

LAZARUS

MIAMI, FL 33174

SUBJECT: JAPA, INC.  
Ref. Number: W95000002301

We have received your document for JAPA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 195A00004270

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -8 PM 4:06

**ARTICLES OF INCORPORATION**

**OF**

JOANPA, INC.

**ARTICLE I-NAME**

The name of this corporation is JOANPA, INC.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE VI-CAPITAL STOCK**

This Corporation is authorized to issue 100 SHARES AT \$1.00 par value common stock.

**ARTICLE V- RIGHT UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial <sup>PRINCIPAL</sup> registered office of this corporation is: 2312 S.W. 10 Street, Miami, Florida.

The name of the initial registered agent of this corporation at that address is: MARIA NICOLASA PALOMINO.

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than Two. The names and addresses of the initial directors of this

corporation are:

MARIA NICOLASA PALOMINO,

2312 S.W. 10 Street  
Miami, Florida 33135

CRISTINA RAQUEL ROBAINA,

2312 S.W. 10 Street  
Miami, Florida 33135

#### ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

MARIA NICOLASA PALOMINO,

2312 S.W. 10 Street  
Miami, Florida 33135

CRISTINA RAQUEL ROBAINA,

2312 S.W. 10 Street  
Miami, Florida 33135

#### ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the share holders.

#### ARTICLE XI-RESTRICTIONS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

MARIA NICOLASA PALOMINO ..... 50% SHARES

CRISTINA RAQUEL ROBAINA ..... 50% SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are

first offered to the remaining shareholder if any, or to this corporation. The price and terms which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the shareholders.

**ARTICLE XV-AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30<sup>th</sup> day of January 1995.

Maria N. Palomino  
MARIA NICOLASA PALOMINO  
Cristina R. Robaina  
CRISTINA RAQUEL ROBAINA

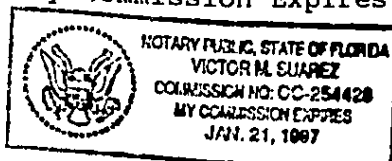
STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF DADE     )

BEFORE ME, an officer duly authorized in the States aforesaid and in the county aforesaid, to take acknowledgments, personally appeared MARIA NICOLASA PALOMINO and CRISTINA RAQUEL ROBAINA to me known to be the persons described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 30<sup>th</sup> day of January 1995.

Victor M. Suarez  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501 or 617.0501, 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: JOANPA, INC.
- 2) The name and address of the registered agent and office is:

MARIA NICOLASA PALOMINO  
2312 S.W. 10 Street  
Miami, Florida 33135

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Maria N. Palomino  
MARIA NICOLASA PALOMINO

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

THE FOREGOING instrument was acknowledged and sworn to before me this 30<sup>th</sup> day of January, 1995, by MARIA Nicolasa Palomino of Miami, Florida.

Victor M. Sweeney  
NOTARY PUBLIC,  
STATE OF FLORIDA

MY COMMISSION EXPIRES:

