

P95000011609

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

(904)385-6735

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

1. ROSANTAL INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. EFFECTIVE DATE  
(Corporation Name) 2-9-95 (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

Examiner's Initials

REC  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 FEB 10 PM 2:07

KAN

ARTICLES OF INCORPORATION  
FOR ROSANTAL INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
2-9-95

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: ROSANTAL INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
95 FEB 10 PM 2:08

ARTICLE II

PRINCIPAL MAILING ADDRESS

The principal mailing address of this corporation shall be

1515-3 N.W. 167 St  
Suite 303  
Miami, Florida 33169

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

DURATION

This Corporation shall have a perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the

date of subscription and acknowledgment of these Articles of Incorporation.

## ARTICLE V

### CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of One Cent (\$0.1) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In absence of Fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any liquidating distributions that may be declared or paid by the Board of Directors out of the assets legally available for such purpose.

## ARTICLE VI

### BOARD OF DIRECTORS

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

## ARTICLE VII

### INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Pedro Roig  
325 Almeria Avenue  
Coral Gables, Florida 33134

## ARTICLE VIII

### INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

Pedro Roig  
325 Almeria Avenue  
Coral Gables, Florida 33134

## ARTICLE IX

### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

## ARTICLE X

### INDEMNIFICATION

This Corporation may indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises in which it owns shares of capital stock or of which it is a partner or creditor, to the full extent permitted by law. Said

indemnification may include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and professional fees, including attorney's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, any appeals thereof, to which any such person or his or her legal representative may be made a party or is threatened to be made a party, by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Article.

#### ARTICLE XI

#### AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Amendments shall be approved by the holders of not less than two-third (2/3) of the capital stock entitled to vote thereon unless such amendment is recommended by the Board of the Corporation in which case such amendment shall be approved by the holders of not less than a majority of the capital stock entitled to vote thereof.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 14th day of March 1945

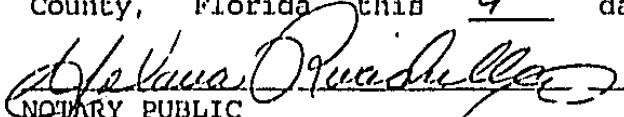
Pedro Roig  
Pedro Roig -- Incorporator

STATE OF FLORIDA }  
                              } SS:  
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Pedro Roig, who

after first having been duly sworn, executed the foregoing certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 9<sup>th</sup> day of February, 1995.

  
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN STATE SERVICE  
OF PROCESS WITHIN STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that Rosantal 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 Pedro Roig, as its agent to accept service of process within this state

**ACKNOWLEDGMENT:**

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.

  
Pedro Roig