

P95000013866

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 STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB 17 AM 9:25

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

1. LAS QUINCALLITAS INC.
(Corporation Name) (Document #)
2. ~~THE HAWKING STORE~~ - Translation
(Corporation Name) (Document #)
3. THE DIME STORE, INC.
(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

200001411782
-020199-01102-002
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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

W95-3397
502

2-14

Examiner's Initials KAN



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1995

LAZARUS CORPORATE INDUSTRIES, INC.
890 S.W. 87TH AVENUE
#16
MIAMI, FL 33174

SUBJECT: LAS QUINCALLITAS, INC.
Ref. Number: W95000003397

We have received your document for LAS QUINCALLITAS, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

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) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 195A00006557

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 17 PM 3:25

ARTICLES OF INCORPORATION
OF

LAS QUINCALLITAS, INC.

ARTICLE I

Corporate Name:

The name of the corporation shall be
LAS QUINCALLITAS, INC.

ARTICLE II

Purpose:

The purposes of this corporation are :

- a) To engage in retail sales of general merchandise and related materials to the public at large in Dade County and vicinity, and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purpose(s).
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- c) To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms associations and other corporations, whether domestic or foreign and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the

right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part or the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without

restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foregoing countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn or account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

Capital Stock:

The capital stock of this corporation shall be One Hundred shares, no par value, common stock. This stock shall have full voting rights, preemption privileges, non-cumulative as to dividends and shall be issued fully paid and nonsinkable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record, at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

Capital To Begin Business:

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE V

Corporate Existence:

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

Place Of Business:

The principal place of business of said corporation shall be at 8360 West Flagler Street, Miami, Florida 33144, with privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

Number Of Directors:

The number of directors of this Corporation shall not be less than one nor more than ten.

ARTICLES VIII

Names and Addresses of First Board of Directors:

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME:

ADDRESS:

Felix Lima

8360 West Flager Street, #200
Miami, Florida 33144

ARTICLE IX

Right To Amend:

This 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 statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

ARTICLE X

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

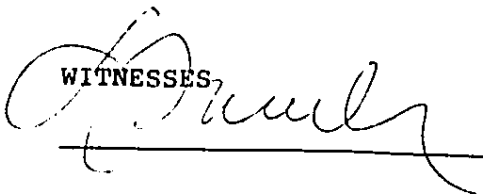
No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to

any person, or firms or corporation, who, upon acceptance of said assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 13th. day of February, 1995.

WITNESSES



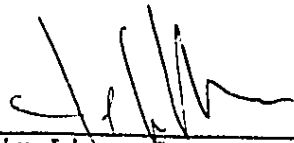
(Seal)
Felix Lima - Incorporator
8360 West Flagler Street, #200
Miami, Florida 33144

CERTIFICATE DESIGNATING RESIDENT AGENT

That LAS QUINCALLITAS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the city of Miami, County of Dade, State of Florida, has assigned Felix Lima, of

8360 West Street, #200, Miami, Florida as its agent to accept service of process within this State.

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, at 8360 West Flagler Street, #200, Miami, Florida.

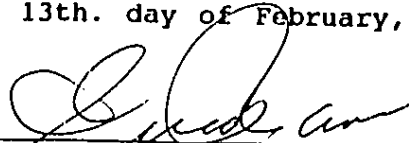


Felix Lima - Incorporator
8360 West Flagler Street, #200
Miami, Florida 33144

STATE OF FLORIDA)
 :
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Felix Lima, to me known to be the person described as the Resident Agent, and who executed the foregoing Certificate Designating Resident Agent.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 13th. day of February, 1995.



Notary Public State of Florida

My commission expires:

NOTARY PUBLIC
MY COMMISSION EXPIRES
BONDED THROUGH NOTARY P.

FEB 13 1995
NOTARY P.

P95000013866

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200001818902
-05/13/96--01059--019
****35.00 ****35.00

Office Use Only

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

1. LAS QUINCALLITAS, INC.
(Corporation Name) (Document #)
2. Translation for the new name: the stars of flager, inc
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 13 PM 2:51
FILED

- Walk in Pick up time 3:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS		AMENDMENTS	
<input checked="" type="checkbox"/> Profit	AVAIL	<input checked="" type="checkbox"/> Amendment	
<input type="checkbox"/> NonProfit	EXCH	<input checked="" type="checkbox"/> Resignation of R.A., Officer/ Director	
<input type="checkbox"/> Limited Liability	UPR	<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Domestication	UPR	<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Other	YES	<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	

RECEIVED
96 MAY 13 AM 11:25
DIVISION OF CORPORATION

Examiner's Initials

FILED

96 MAY 13 PM 2:51

SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to section 607.1006, Florida Statutes, the undersigned corporation adopted the following Articles to Amend to its Articles of Incorporation.

The name of the corporation is:

LAS QUINCALLITAS, INC.

Amendment Article I

The name of the corporation is changed to:

LA ESTRELLA DE FLAGLER, INC.

This Articles of Amendment was adopted on the 9th day of May, 1996. The corporation has only one group of voting stock. This amendment was unanimously adopted. The amendment was approved by the Shareholders. The number of votes cast for amendment was sufficient for approval.

LAS QUINCALLITAS, INC.

Corporation Name

By: _____

 5/9/96

Felix Lima, Pres/Sec

MINUTES

A special meeting of the shareholders of LAS QUINCALLITAS, INC. was held on May 9, 1996 at 9:45 A:M, at 8360 West Flagler Street, Suite #200, Miami, Florida 33144. Present were Felix Lima, 100% shareholder, Board president and Secretary.

Felix Lima, Chairman, called the meeting to order.

Felix Lima proposed to change the name of the corporation from LAS QUINCALLITAS, INC. to LA ESTRELLA DE FLAGLER, INC.

Upon motion duly made, seconded and approved, it was unanimously agreed to accept the change of the name of the corporation from LAS QUINCALLITAS, INC. to LA ESTRELLA DE FLAGLER, INC.

Without further items to discuss, the meeting was adjourned at 10:00 A:M

Felix Lima 5/9/96
Felix Lima, President

Felix Lima 5/9/96
Felix Lima, Secretary

minutes

P95000013866

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: TAX MANAGEMENT SERVICES CORP. EIN or SS#: _____

Address: 7925 N.W. 12 ST. STE: 324
MIAMI, FL. 33126

Amount: 35.00 Date Paid _____

Reason for claim: Decided not File
LA ESTRELLA DE FLAGLER INC.
P95000013866

Certified true and correct this 20 day of September, 1996.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 35.00

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 01012 030 dated 8-26-96.

Name of Account _____
4520213000145300000000010000

Statutory Authority for Collection 607.0122

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
45202130001453000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations _____
(Agency) (Authorized Signature and Title)

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE:16
Address

MIAMI, FL 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001931717
-08/26/96--01012--030
*****35.00 *****35.00

Office Use Only

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

1. LA ESTRELLA DE FLAGLER 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 type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 AUG 25 PM 10:40
DIVISION OF CORPORATION

Handwritten notes:
4-1-96
CORP
CORP

Examiner's Initials

P95000013866

STATE OF FLORIDA
COMPTROLLER OF REVENUE
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

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Name: TAX MANAGEMENT SERVICES CORP. EIN or SS#: _____

Address: 7925 N.W. 12 ST. STE: 324
MIAMI, FL. 33126

Amount: 35.00 Date Paid _____

Reason for claim: Decided not file
LA ESTRELLA DE FLAGLER INC.
P95000013866

Certified true and correct this 20 day of September, 1996.

Signature [Handwritten Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 35.00

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 01012-030 dated 8-28-96

Name of Account _____
45202130001453000000000010000

Statutory Authority for Collection 607.0122

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
45202130001453000000022002000

Certified true and correct this _____ day of _____, 19____

Department of State, Division of Corporations
(Agency) _____ (Authorized Signature and Title)