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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

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
55 FEB 22 PM 1:08

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

1. CARIBBEAN STAR SEAFOOD, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 9:00

☒ 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

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Examiner's Initials

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ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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OF

"Caribbean Star Seafood, Inc"

ARTICLE I-NAME: The name of this corporation is: "Caribbean Star Seafood, Inc."

ARTICLE II - PURPOSE: The purpose for which this corporation is organized is to engage in any and all activities permitted under the Laws of the United States and of the State of Florida. Specifically, wholesale of seafood.

ARTICLE III - CAPITAL STOCK: This corporation is authorized to issue 1000 SHARES 1.00 \$ VALUE each, common stock.

ARTICLE IV - PREEMPTIVE RIGHTS: Each shareholder upon the sale for cash of a new common stock, or of any treasury common stock, shall have the right to purchase his pro rata (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others. "Pro rata", means in this article, in the proportion the number of shares already owned by the shareholder bears to the total number already issued by the corporation.

In case any shareholder does not make use of this preemptive rights, such rights will accrue to the rest of the shareholders also pro rata.

ARTICLE V - RIGHT OF FIRST REFUSAL: In the event a shareholder received a bonafide offer acceptable to him for the purchase of all or a portion of this shares (or any rights or interests therein), such shareholder (hereinafter referred to as the OFFERING SHAREHOLDER) shall give written notice of such offer to the Secretary of the corporation and to all other shareholders by registered mail at the addresses listed in the corporation's book. The notice to the corporation shall be sent to the corporate officers. The notice must be transferred, the price per share, and all other terms and conditions of the proposed transfer.

Any other stockholder of the corporation will have 15 days to signify his or her intention to buy and his or her tender of the price, to the stockholder intending to sell, and will also notify the corporation, in writing, of his or her of his or her intention of exercising the rights granted by this article.

If more than one stockholder intends to exercise the right to purchase, the, in that event, each one will have the right to purchase pro rata; "pro rata" meaning , in this article, in a proportion where the denominator is the sum of all the shares already owned by all shareholders timely expressing their interest to exercise the right to purchase. In case any shareholder showing an intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the rights of such shareholder shall accrue, pro rata, as defined above, to the other stockholders having timely expressed their intention to purchase.

Similar rights of purchase or portion to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders bankrupt, file for voluntary bankruptcy or someone file to have him declared bankrupt, or makes an assignment in favor of creditor. The purchase price per share of stock in these cases will be determined by evaluation to be made about the middle of the fiscal peer of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such shares, using approved accounting methods.

All certificates of shares of this corporation will carry a rubber stamp reading: "These shares are subject to the provisions of Article V of the Articles of Incorporation in regard to prior offer to other stockholders".

Any attempted sale in violation of the provision of this Article is null and void.

ARTICLE VI - BOARD OF DIRECTORS: This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time by the bylaws, but shall never be less than (1) one.

The initial directors of this corporation are:

<u>Carlos Santana, P/T/D</u>	<u>4919 SW 139th Court</u>
	<u>Miami, FL 33175</u>
<u>Luis A. Moreno VP/S/D</u>	<u>7600 SW 138th Court</u>
	<u>Miami, FL 33183</u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE VII - INCORPORATORS: The name of the persons signing these Articles of Incorporation are:

Carlos Santana

4919 SW 139th Court

Miami, FL 33175

Luis A. Moreno

7600 SW 138th Court

Miami, FL 33183

ARTICLE VIII - BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders. In order to have a quorum at any shareholder meeting at least 90 percent of the outstanding shares of the corporation having a right to vote shall be present. Acts approved by the affirmative vote of the shareholders holding no less than 90 percent of outstanding shares of the corporation shall be the acts of the shareholders. In order to constitute a quorum for the transaction of business, 90 percent of the authorized number of directors shall be necessary. Acts approved by 90 percent of the directors shall be the act of the Board of Directors.

ARTICLE IX - DURATION AND DATE OF COMMENCEMENT: The duration of this corporation is perpetual. The effective date of this corporation is the date of filing with the Secretary of State.


ARTICLE X - INITIAL REGISTERED OFFICE AND REGISTERED AGENT:

The initial registered office of this corporation is 7600 SW 138 CT.

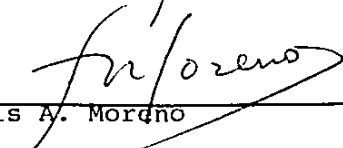
Miami Fl. 33183.

_____ and the registered agent of this corporation is Luis A. Moreno. at the same address. The principal office is: 7600 SW 138th COURT Miami, Fl 33183

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Incorporation this 16th day of February, 1995.



Carlos Santana



Luis A. Moreno

HAVING BEEN named to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

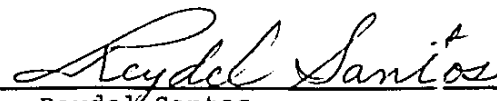

Luis A. Moreno

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
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 executed the same for the purposes therein expressed.


Reydel Santos
NOTARY PUBLIC STATE OF FLORIDA
At Large

My Commission Expires:



OFFICIAL SEAL
REYDEL SANTOS
My Commission Expires
Nov. 22, 1996
Comm. No. CC 242C79

