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DIVISION OF CORPORATION

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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

OFFICE USE ONLY

(904)385-6735

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

1. TRIPLE-L HOLDINGS INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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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 KA

ARTICLES OF INCORPORATION
OF
TRIPLE-L HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 28 PM 2:42

ARTICLE I---NAME

The name of this corporation is TRIPLE-L HOLDINGS, INC.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended AND to develop business relating to physical fitness and gymnastics.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of TEN Dollars (\$10.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V--PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any 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 it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ^{PRINCIPAL} registered office of this corporation is 14241 S. W. 146 TERRACE, Miami, Florida, 33183, and the name of the initial registered agent of this corporation at that address is LENNI D. MARTINEZ.

ARTICLE VII---INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. Any person may be a Director of the Corporation, if appointed by the Shareholders. The number of directors may be either increased or decreased from time to time by the bylaw; however, there shall never be less than one Director nor more than five. The name and address of initial Board of Directors of the corporation is:

LENNI D. MARTINEZ.
PRESIDENT
14241 S. W. 146 TERRACE,
Miami, Florida, 33186,

ROBERTO EDUARDO MARTINEZ
VICE-PRESIDENT
14241 S. W. 146 TERRACE,
Miami, Florida, 33186,

LEXA MARIE HERNANDEZ
TREASURER
15844 S.W. 144 COURT
Miami, Florida, 33177

LISA MARTINEZ SALLICK
SECRETARY
14241 S. W. 146 TERRACE,
Miami, Florida, 33186

ARTICLE VII-- INCORPORATION

The name and address of the Incorporators signing these articles are the same as those mentioned in the preceding article. Each of the Incorporators take the following number of shares: LENNI D. MARTINEZ TAKES 60 SHARES; LEXA MARIE HERNANDEZ TAKES 20 SHARES; AND LISA MARTINEZ SALLICK TAKES 20 SHARES.

ARTICLE IX-- INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X --- AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a unanimity of votes of all incorporators.

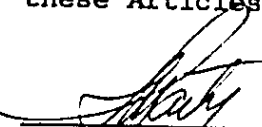
ARTICLE XI-DISSENTION

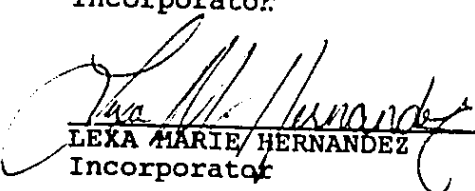
Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII ARBITRATION

Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association and by an arbitrator that will be chosen by the non-disputing shareholders and if they cannot appoint one within one week of the request the arbitrator will be the President of the Nicaraguan American Chamber of Commerce, a Miami based Chamber of Commerce. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 27th day of February, 1995.


LENNI D. MARTINEZ
Incorporator


LEXA MARIE HERNANDEZ
Incorporator

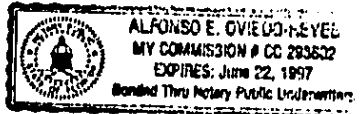

LISA MARTINEZ SALLICK
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LENNI D. MARTINEZ, LEXA MARIE HERNANDEZ, and LISA MARTINEZ SALLICK known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and
County above, this 27th day of FEBRUARY OF 1995.

Alfonso E. Oviedo-Leyva
NOTARY PUBLIC, State of Florida
at Large



In compliance with Section 48.091, Florida Statutes. the following is submitted:

That TRIPLE-L HOLDINGS INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 14241 S. W. 146 TERRACE; Miami, Florida, 33186, County of Dade, State of Florida, has named LENNI D. MARTINEZ Incorporator with address at the same location as stated above as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.


LENNI D. MARTINEZ
Registered Agent.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as LENNI D. MARTINEZ who has executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on FEBRUARY 27th 1995; and accepts to be the Registered Agent for the Corporation.

MY COMMISSION EXPIRES:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

