

P95000016506

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):

100001420211

-03/03/95--01015--008

****122.50 ****122.50

1. Tropical Turf of Adults, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ 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

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 28 PM 2:43

TROPICAL CLUB OF ADULTS, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is :
TROPICAL CLUB OF ADULTS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz :

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corps., and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any usefull business in connection therewith .

b) to engage in and carry on any business or businesses every act or deed pertaining ther to , either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country .

c) to do any and all things necessary, suitable, useful, proper or admissable for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized .

d) that the main business of the corporation is as follows :

ADULT DAY CARE

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 300 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawfull money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors .

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than THREE HUNDRED DOLLARS (\$ 300.00)

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law .

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation Shall be :

2651 S.W. 117 AVE. MIAMI, FL. 33175

with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries .

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 2 directors initially, whose number

may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRESID./TREAS, SECRET./VICE-P. who subject to the provisions of

the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows :

NAME -----	OFFICER -----	ADDRESS -----
ELIA GUTIERREZ	PRESIDENT & TREASURER	2651 S.W. 117 AVE. MIAMI, FL. 33115
BERNARDO SOCARRAS	SECRETARY & VICE-PRES.	2651 S.W. 117 AVE. MIAMI, FL. 33115

ARTICLE VIII

INCORPORATIONS

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

ELIA GUTIERREZ	2651 S.W. 117 AVE. MIAMI, FL. 33115
----------------	--

BERNARDO SOCARRAS	2651 S.W. 117 AVE. MIAMI, FL. 33115
-------------------	--

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X

NAME AND ADDRESS OF SUSCRIBERS
AND NUMBER OF SHARES

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

ELIA GUTIERREZ	2651 S.W. 117 AVE. MIAMI, FL. 33115	150 SHARES
----------------	--	------------

BERNARDO SOCARRAS	2651 S.W. 117 AVE. MIAMI, FL. 33115	150 SHARES
-------------------	--	------------

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation .

ARTICLE XII


REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as Registered offices :

2651 S.W. 117 AVE. MIAMI, FL. 33175

This corporation designates as Registered agent :
ELIA GUTIERREZ

IN WITNESS WHEREOF, we, the undersigned, being all the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file ther Articles, hereby declaring and certifying that the facts herein stated are true, and to repectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 17 day of FEBRUARY , 1995 .



ELIA GUTIERREZ

(SEAL)



BERNARDO SOCARRAS

(SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

SS

BEFORE ME, the undersigned authority, qualified to take
acknowledgments and administer oaths, personally appeared :

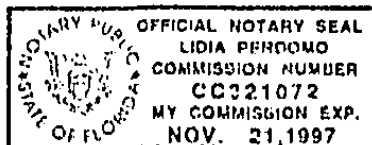
ELIA GUTIERREZ &
BERNARDO SOCARRAS

to me well known, and known to me to be the individuals described in and
who executed the foregoing Articles of Incorporation, and each of them
acknowledged before me, according to laws, they made and subscribed the
same for the used and purposes therein expressed and set forth .

WITNESS my hand and official seal a Miami, Dade County, Florida,
this 17 day of FEBRUARY 1995 .



NOTARY PUBLIC, STATE OF FLORIDA



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

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted, in compliance with said Act :

TROPICAL CLUB OF ADULTS, INC.

FIRST----- That

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 ELIA GUTIERREZ

located at 2651 S.W. 117 AVE. MIAMI, FL. 33175

(Street address and number of building, Post office not accepted)
City of MIAMI County of DADE

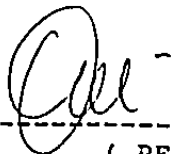
State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT :

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place desinated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of said
Act relative to keeping open said office.

BY



(RESIDENT AGENT)

P95000016506

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
(904)385-6715

OFFICE USE ONLY

500001022705
-10/27/95--01050--023
10/27/95 00 11:44 35.00

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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

TROPICAL CLUB OF ADULTS, INC.

(present name)

FILED
95 OCT 27 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII: THIS ARTICLE IS BEING AMENDED BY DELETING ONE DIRECTOR. BERNARDO SOCARRAS RESIGNS AS DIRECTOR, OFFICER, SECRETARY AND VICE-PRESIDENT OF TROPICAL CLUB OF ADULTS, INC. AND ALSO BY ADDING ONE DIRECTOR. ANGELA ARACENA IS ELECTED SECRETARY AND VICE-PRESIDENT OF TROPICAL CLUB OF ADULTS, INC.

ARTICLE X: THIS ARTICLE IS BEING AMENDED BY ASSIGNING (150) SHARES OF COMMON STOCK IN TROPICAL CLUB OF ADULTS, INC. FROM BERNARDO SOCARRAS TO ANGELA ARACENA.

TROPICAL CLUB OF ADULTS, INC
2651 S.W. 117 AVE.
MIAMI, FL. 33175

SECOND: The date of each amendment's adoption: OCTOBER 20TH, 1995

THIRD: Adoption of Amendment(s) (check one)

XXXX The amendment(s) was/were adopted by the incorporators
----- without shareholder action and shareholder action
was not require.

----- The amendment(s) was/were adopted by the board of
directors without shareholder action and shareholder
action was not require.

----- The amendment(s) was/were approved by the shareholders.
The number of votes cast for the amendment(s) was/were
sufficient for approval.

(continued)
(continued)

The amendment(s) was/were approved by the shareholders through
voting groups.

(The following statement must be separately provided for
each voting group entitled to vote separately on the
amendment(s).)

The number of votes cast for the amendment(s) was/were
sufficient for approval by

(voting group)

Sign this 20TH day of OCTOBER, 19 95

By

Elia Gutierrez

(Chairman or Vice Chairman of the Board of
Directors, President or other officer if adopted
by the shareholders)

ELIA GUTIERREZ

(Typed or print name)

INCORPORATOR

(Title)