

P95000018841

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

RECEIVED 4/27/92
FBI/DOJ/DOH/DOH/DOH/DOH
****122.50 ****122.50

OFFICE USE ONLY

(904)385-6735

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

1. CLUB MASTERS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

5:00



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

3-2
KAN

ARTICLES OF INCORPORATION
OF
CLUB MASTERS, INC.

FILED
1933 MAR -3 12 3:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Name of this corporation is:

CLUB MASTERS, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL PLACE OF BUSINESS

The name of the initial registered agent of this corporation is ROBERT P. LITHMAN, and the street address of the initial registered agent of this corporation is 2250 SW 3rd Avenue, Fifth Floor, Miami, Florida 33129. The initial principal place of business and mailing address of the corporation is 13198 Randolph Siding, Jupiter, Florida 33478.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By Laws, but shall never be less than one. The name and address of each initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
ROBERT P. LITHMAN	2250 SW 3RD AVENUE, FIFTH FLOOR MIAMI FL 33129

ARTICLE VIII - INCORPORATOR

The name and address of the person or persons signing these Articles of Incorporation is:

Name

Address

ROBERT P. LITHMAN,

2250 SW 3RD AVENUE, FIFTH FLOOR
MIAMI FL 33129

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 - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by anyone of the persons or groups below:

- A) The Board of Directors
- B) The Holders of not less than one-tenth of all the shares entitled to vote at the meeting.
- C) Such other persons or groups as may be authorized in the Articles of Incorporation or the By Laws.

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D) To lend any money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, State,

territory, governmental district or municipality, or of any instrumentality thereof.

- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- G) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J) To make and alter By Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- K) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- M) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other

incentive plans for any and all of its directors, officers and employees of its subsidiaries.

- N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.
- O) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

ARTICLES XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XVIII - INDEMNIFICATION

The Corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XIX - AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 1st of March, 1995.


ROBERT P. LITHMAN

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT P. LITHMAN, who is personally known to me, who did (did not) take an oath, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me the execution of the foregoing Articles of Incorporation, this 1st of March, 1995.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



SHARON URQUIZA
My Commission CC368188
Expires Mar. 13, 1998
Bonded by HAI
800-422-1888

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT **CLUB MASTERS, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ROBERT P. LITHMAN,
LOCATED AT 2250 SW 3rd Avenue, Fifth Floor, Miami, Florida 33129,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CLUB MASTERS, INC.

By: 
ROBERT P. LITHMAN

TITLE: INCORPORATOR

DATE: March 1, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


ROBERT P. LITHMAN

DATE: March 1, 1995

FILED
1995 MAR -5 PM 3:03
TALLAHASSEE, FLORIDA

P9500018841

ROBERT P. LITHMAN

2220 S. W. 3RD AVENUE

5TH FLOOR

MIAMI, FLORIDA 33129

TELEPHONE (305) 886-0220

FACSIMILE (305) 884-8810

June 8, 1995

SECRETARY OF STATE
DIVISION OF CORPORATIONS
ATTN: KAREN GIBSON
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

PERSONAL AND CONFIDENTIAL

RE: CLUB MASTERS, INC.

400001522064
-06/23/95--01072--012
*****35.00 *****35.00

Dear Karen,

Please find enclosed the check for \$35.00 that should have been included in my last packet of documents regarding the resignation of a corporate director. If there is anything that I have left out or you need more information, please contact me at the above number and address. Thank you for you help.

Sincerely yours,

David L. Hatton

David L. Hatton
Law Clerk

enc.

CLUB MASTERS, INC.
12189 U.S. Hwy. 1, Suite 39
North Palm Beach, FL 33408
(407) 622-9445

*David Hatton called
6/12. SAID
R.A. IS not charging
DLS*

LAW OFFICES
ROBERT P. LITHMAN
2280 S. W. 3RD AVENUE
5TH FLOOR
MIAMI, FLORIDA 33129
TELEPHONE (305) 858-0880
FACSIMILE (305) 854-8810

June 7, 1995

Secretary of State
Division of Corporations

RE: Club Masters, Inc.

To Whom it May Concern,

Please find enclosed relevant documents for the Division of Corporations. Robert Lithman has resigned as Director of the Corporation and will take no future part in the corporation. Please mail any originals or necessary copies or other such documents to the above address. If you have any questions, please call or write.

Sincerely yours,

David L. Hatton

David L. Hatton
Law Clerk

enc.

DAVID L. Hatton
305-854-6810
FAX



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 14, 1995

DAVID L. HATTON, LAW CLERK
ROBERT LITHMAN, P.A.
2250 SW 3RD AVE., 5TH FLOOR
MIAMI, FL 33129

SUBJECT: CLUB MASTERS, INC.
Ref. Number: P95000018841

We have received your document for CLUB MASTERS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

AN OFFICER/DIRECTOR RESIGNATION AND A REGISTERED AGENT RESIGNATION ARE 2 SEPARATE DOCUMENTS. THE OFFICER/DIRECTOR RESIGNATION IS \$35.00, THE REGISTERED AGENT RESIGNATION, \$67.50. SINCE IT IS YOUR DESIRE TO ALSO LIST NEW NAMES IN THESE POSITIONS, IT IS IN YOUR BEST INTEREST TO FILE AN AMENDMENT TO THE ARTICLES FOR A FEE OF \$35.00.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 395A00029207

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CLUB MASTERS, INC.

(PRESENT NAME)

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 of the Articles of Incorporation is amended to read as follows: Robert P. Lithman hereby resigns as director of the corporation and Barry R. Henig, 13198 Randolph Siding, Jupiter, Florida 33478, is named as the sole director.


ROBERT P. LITHMAN

FILED
95 JUN 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

WITNESSED: The date of each amendment's adoption: 9/29/95

FORUM: Adoption of Amendment(s) (summarized)

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

☐ 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."

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

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 19th of June, 1995

Signature

BARRY R. HENIC
(By the Chairman of the Board or the President of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BARRY R. HENIC

Typed or printed name

CHAIRMAN, PRESIDENT AND DIRECTOR

Title

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CLUB MASTERS, INC.

(PRESENT NAME)

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ROBERT P. LITHMAN

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