

P95000019716

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

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OFFICE USE ONLY

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

1. Amelrosia Marketing Services, dnc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:05
 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 FILNGS | |
|--------------------------|------------------|
| <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
 03/15/95
 10:10 AM

Dmc 3-10-95
Examiner's Initials

ARTICLES OF INCORPORATION

OF

AMBROSIA MARKETING SERVICES, INC.

FILED

95 MAR 10 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I.

The name of the corporation shall be AMBROSIA MARKETING SERVICES, INC.

II.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage

pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could

do and exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares at \$1.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$10,000.00.

V.

The existence of this corporation shall be perpetual.

VI.

The principal office of this corporation shall be located at 14650 S.W. 98 Avenue, Miami, Florida 33176.

VII.

The Board of Directors of this corporation shall consist of not less than one and not more than three members.

VIII.

The names and addresses of the first Board of Directors as well as the Incorporators who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

SANDRA LUZ ECHEVERS

14650 S.W. 98 Avenue
Miami, Florida 33176

IX.

The registered agent and the registered office for this corporation is:

NANCY B. JUIN

1011 North Venetian Drive
Miami Beach, Florida 33139

X.

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$10,000.00 the amount of capital with which this corporation shall begin business.

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARE</u> | <u>AMOUNT</u> |
|---------------------|--|--------------|---------------|
| SANDRA LUZ ECHEVERS | 14650 S.W. 98 Avenue Miami, Florida 33176 | 10,000 | \$10,000 |

XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

SANDRA LUZ ECHEVERS, PRESIDENT/SECRETARY/TREASURER

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there

are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



NANCY B. JUIN, REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed

and acknowledged these Articles of Incorporation.




SANDRA LUZ ECHEVERS

~~STATE OF~~)
REPUBLIC OF PANAMA
PROVINCE OF PANAMA
CITY OF PANAMA)
~~COURT OF~~)
EMBASSY OF THE UNITED
STATES OF AMERICA)

I hereby certify that on this date personally appeared SANDRA LUZ ECHEVERS, to me known to be the same described in and who produced a PAN ID #8 - 155 - 1299 as identification and did/did not take an oath, and who executed these Articles of Incorporation and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true.

WITNESS my hand and seal at Panama City, Republic of Panama
this 6th day of March, 1995.

Sign: 

Print: Edmund P. Glowen, Jr.

~~State of~~ Consul of the United States
(Seal)
Commission Number: N/A
My Commission Expires: N/A

AMBROSIA MARKETING SERVICES, INC.
8249 NW 36th Street - Suite 200
MIAMI - FL. 33166

TEL 305 - 594 9773 / FAX 305 - 594 9234

P95000019716
May 18th, 1995

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

Ref. : CHANGE OF ADDRESS -
Ambrosia Marketing Services, Inc.
Document # P95000019716

Dear Sirs,

This is to inform you that we are moving our offices to :

8249 N.W. 36 th Street - Suite 200
Miami - Florida - 33166

Please amend your records accordingly.

Thank you.

Sincerely Yours.


Sandra Luz Echevers
President

S-26-9K
mpe