

P95000022765

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #10

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

700001438737
-03/24/95--01044--019
****122.50 ****122.50

OFFICE USE ONLY

(904) 385-6735

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

1. DD Bros Trading Company
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ 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

STATE OF FLORIDA
DEPARTMENT OF REVENUE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA 32301-0001
3-21-95

3-21
K A

ARTICLES OF INCORPORATION

of

DD BROS TRADING COMPANY

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the statute of the State of Florida providing for the formation right, privileges, immunities and liabilities of Incorporating for profit, it is:

ARTICLE I

THE NAME OF CORPORATION SHALL BE: **DD BROS TRADING COMPANY**

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is **500** share of common stock, and which common stock ~~shall have a par value of \$ 1.00~~ - (Shall have a par value of \$ **1.00** per share).

All stock is to be issued as fully paid and exempt from assesment.

ARTICLE IV

The pledge, sale transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all election of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal offices of the corporation in the State of Florida shall be 6830 INDIAN CREEK DR. APT. # 306
MIAMI BEACH, FL 33141. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: GUILLERMO A. DIEHL. Address: 6830 INDIAN CREEK DR. APT. # 306
MIAMI BEACH, FL 33141

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
HERNAN J. DIEHL	PRESIDENT	6830 INDIAN CREEK DR. #306 MIAMI BEACH, FL 33141
GUILLERMO A. DIEHL	VP/SECRETARY	6830 INDIAN CREEK DR. #306 MIAMI BEACH, FL 33141
FERNANDO M. DIEHL	TREASURER	6830 INDIAN CREEK DR. #306 MIAMI BEACH, FL 33141

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
HERNAN J DIEHL	6830 INDIAN CREEK DR. APT. 306 MIAMI BEACH, FL 33141	34%	
GUILLERMO A. DIEHL	6830 INDIAN CREEK DR. APT. 306 MIAMI BEACH, FL 33141	33%	
FERNANDO M. DIEHL	6830 INDIAN CREEK DR. APT. 306 MIAMI BEACH, FL 33141	33%	

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

7TH day of MARCH, 1995.



HERNAN J. DIEHL - PRESIDENT

(SEAL)



GUILLERMO A. DIEHL - VICEPRESIDENT/
SECRETARY

(SEAL)



FERNANDO M. DIEHL - TREASURER

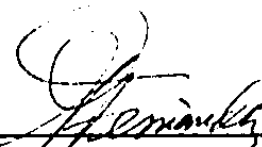
(SEAL)

STATE OF FLORIDA;

COUNTY OF DADE

I hereby certify that this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, HERNAN J. DIEHL, GUILLERMO A. DIEHL AND FERNANDO M. DIEHL, to me well known to be persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: my hand and official seal this 7TH day of MARCH, 1995, at MIAMI, County of DADE, State of Florida.



Notary Public, State of Florida at Large

My Commission Expires



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DD BROS TRADING COMPANY

2. The name and address of the registered agent and office is:

GUILLERMO A. DIEHL

6830 INDIAN CREEK DR. APT. 306

(P. O. BOX NOT ACCEPTABLE)

MIAMI BEACH, FL 33141

(CITY/STATE/ZIP)

SIGNATURE _____

(Corporate Officer)

TITLE PRESIDENT

DATE 3/7/95

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

(Registered Agent)

DATE 3/7/95

LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

GREGORY A. MARTIN
MICHAEL MITCHELL
GINA A. DOMBOSCH
ERIC N. ASSOLINI

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-5744

July 21, 1997

Via Federal Express
Florida Department of State
Division of Corporations
Amendments
409 East Gains Street
Tallahassee, Florida 32399

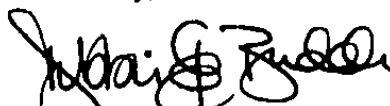
FILED
97 JUL 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

000002244350--1
-07/22/97--01120--007
*****87.35 *****87.35

RE: NEWCO IRRIGATION, INC.

I am enclosing for filing, a check in the amount of \$87.35 for the Articles of Amendment to Articles of Incorporation changing the corporate name of DD Bros Trading Company to the above referenced name.

Sincerely,


Debbie G. Budde
Secretary

Enc.

Amend. & N/C

VS AUG 4 1997

LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

GREGORY A. MARTIN
MICHAEL MITCHELL
GINA A. DOMBOSCH
ERIC N. ASSOULINI

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-3744

July 28, 1997

Secretary of State
Division of Incorporation
Attn: Velma Shepard
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Amendment to Articles of Incorporation of DD BROS Trading Company

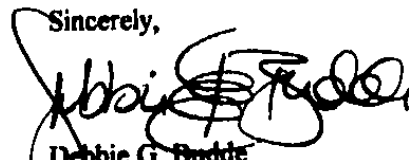
Dear Ms. Shepard:

As per our telephone conversation, please find the following:

1. A check in the amount of \$52.50. This reflects the for resignation of the registered agent for South Coast Irrigation.
2. An original of the Articles of Amendment to Articles of Incorporation of DD Bros Trading Company to Newco Irrigation, Inc.

Thank you for your patients and assistance in this matter. Please call me if further information is needed.

Sincerely,



Debbie G. Budde
Secretary to Mr. Gregory A. Martin

Rec'd 7/29

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DD BROS TRADING COMPANY**

FILED
97 JUL 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 60.1006, Florida Statutes, this Florida profit corporation adopts the *following articles of amendment in its articles of incorporation*

- FIRST:** The name of the corporation shall be changed to NEWCO IRRIGATION, INC.
- SECOND:** The date of this amendment's adoption: July 28, 1997.
- THIRD:** The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- FOURTH:** This amendment shall be effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.
- FIFTH:** The name of the corporation is Newco Irrigation, Inc.
- SIXTH:** The names of the first directors/officers of the corporation is Guillermo Diehl as President/Director/Secretary and Gregory A. Martin as Director/Treasurer.
- SEVENTH:** The Articles of Incorporation of this Corporation are amended by changing the Article number "8" so that, as amended, said Article shall read as follows:

ARTICLE VIII. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Michael Mitchell	Director/President
Gregory A. Martin	Treasurer

- EIGHTH:** The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 28th day of July, 1997.
- NINTH:** Prior to the issuance of shares, the amendment was adopted by the incorporator and shareholder action was not required.

Signed, this 28th day of July, 1997.

Signature

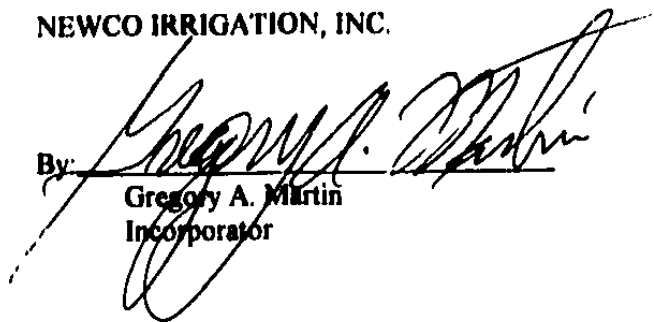
A handwritten signature in cursive script, appearing to read "M. Mitchell", written over a horizontal line.

(By a director if adopted by the director)

MICHAEL MITCHELL,
Shareholder, Director, President, General Counsel

NEWCO IRRIGATION, INC.

By:

A large, stylized handwritten signature in cursive script, appearing to read "Gregory A. Martin", written over a horizontal line.

Gregory A. Martin
Incorporator