

# P95000023956

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 24 PM 2:32

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)  
890 S.W. B7 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. EXECUTIVE BASKETS, INC.  
(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

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Examiner's Initials

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## CERTIFICATE OF INCORPORATION

OF

EXECUTIVE BASKETS, INC.

WE, THE UNDERSIGNED, HEREBY SET FORTH THESE ARTICLES FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF CORPORATION FOR PROFIT.

### ARTICLE ONE

THE NAME OF THIS CORPORATION SHALL BE:

EXECUTIVE BASKETS, INC.

### ARTICLE TWO

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

### ARTICLE THREE

THE CAPITAL STOCK OF THIS CORPORATION SHALL BE ONE HUNDRED (100) SHARES OF NO PAR VALUE, COMMON STOCK. THIS STOCK SHALL HAVE FULL VOTING RIGHTS, PRE-EMPTIVE PRIVILEGES, NON-CUMULATIVE AS TO DIVIDENDS, AND SHALL BE FULLY PAID AND NON-ASSESSABLE. THIS STOCK SHALL BE RESTRICTED AS TO TRANSFER AS FOLLOWS: THIS STOCK MAY NOT BE TRANSFERRED ON THE BOOKS OF THIS CORPORATION, WITHOUT FIRST GIVING THE RIGHT OF PURCHASE FOR TEN (10) DAYS TO THE CORPORATION AT THE BOOK VALUE OF THE STOCK, AND THEREAFTER FOR TEN (10) DAYS TO ANY STOCKHOLDER OF RECORD AT THE SAME PRICE AND TERMS OF ANY BONAFIDE OFFER WHICH THE HOLDER MAY DESIRE TO ACCEPT.

### ARTICLE FOUR

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

### ARTICLE FIVE

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

### ARTICLE SIX

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE AT 13351 SW 53 STREET, Miami, Fl. 33175 AND THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MARTHA BARCENA.

**ARTICLE SEVEN**

THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE (1) NOR MORE THAN TWO (2).

**ARTICLE EIGHT**

THE NAME AND THE POST OFFICE ADDRESS OF THE FIRST DIRECTOR, WHO SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS AND THE CORPORATION LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL HIS SUCCESSOR IS ELECTED AND HAD QUALIFIED, IS:

<u>NAME</u>	<u>ADDRESS</u>
FAUSTO BARCENA, PRESIDENT	13351 SW 53 STREET MIAMI, FL. 33175

**ARTICLE NINE**

THE INCORPORATION ELECTS TO BE TAXED UNDER THE PROVISIONS OF "SUBCHAPTER S" OF THE INTERNAL REVENUE CODE.

**ARTICLE TEN**

THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES THAT THEY AGREE TO TAKE, IS AS FOLLOWS, TC-WIT:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
FAUSTO BARCENA	13351 S.W. 53 STREET MIAMI, FL. 33175	PRESIDENT	50 (50%)
MARTHA BARCENA	13351 S.W. 53 STREET MIAMI, FL. 33175	VICE PRESIDENT, SECRETARY, & TREASURER	50 (50%)

THE PROCEEDS OF THE STOCK SUBSCRIBED FOR WILL BE AT LEAST AS MUCH AS THE AMOUNT NECESSARY TO BEGIN BUSINESS.

**ARTICLE ELEVEN**

THE CORPORATION SHALL HAVE THE FURTHER RIGHT AND POWER TO:  
FROM TIME TO TIME TO DETERMINE WHETHER AND TO WHAT EXTENT AND AT WHAT TIME AND PLACES AND UNDER WHAT CONDITIONS AND REGULATIONS, THE ACCOUNTS AND BOOKS OF THIS CORPORATION (OTHER THAN THE STOCK BOOK) OR ANY OF THEM SHALL BE OPEN TO INSPECTION OF STOCKHOLDERS; AND NO STOCKHOLDER SHALL HAVE ANY RIGHT OF INSPECTING ANY ACCOUNT,

BOOK OR DOCUMENT OF THIS CORPORATION EXCEPT AS CONFERRED BY STATUTE, UNLESS AUTHORIZED BY A RESOLUTION OF THE STOCKHOLDERS OR BOARD OF DIRECTORS.

THE CORPORATION MAY IN ITS BY-LAWS CONFER POWERS UPON ITS BOARD OF DIRECTORS OR OFFICERS, IN ADDITION TO THE FOREGOING AND IN ADDITION TO THE POWERS AUTHORIZED AND EXPRESSLY CONFERRED BY STATUTE.

BOTH STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER, IF THE BY-LAWS SO PROVIDE, TO HOLD THEIR RESPECTIVE MEETINGS, AND TO HAVE ONE OR MORE OFFICES WITHIN OR WITHOUT THE STATE OF FLORIDA, ARE GRANTED SUBJECT TO THIS RESERVATION.

WE, THE UNDERSIGNED, BEING THE ORIGINAL SUBSCRIBERS TO THE CAPITAL STOCK HEREINABOVE NAMED FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND DO RESPECTIVELY AGREE TO TAKE THE NUMBER OF SHARES OF STOCK HEREINABOVE SET FORTH AND ACCORDINGLY HAVE HEREUNTO SET OUR HANDS AND SEAL THIS 21ST DAY OF MARCH 1995.

Fausto Barcena

FAUSTO BARCENA

Martha Barcena

MARTHA BARCENA

STATE OF FLORIDA)

ss

COUNTY OF DADE )

BE IT REMEMBERED, THAT ON THIS DAY BEFORE ME PERSONALLY CAME, FAUSTO BARCENA AND MARTHA BARCENA, THE PARTIES TO THE FOREGOING CERTIFICATE OF INCORPORATION, KNOWN TO ME PERSONALLY TO BE SUCH, AND SEVERALLY ACKNOWLEDGED THE SAID CERTIFICATE TO BE THE FREE AND VOLUNTARY ACT AND DEED OF THEM, AND THE FACTS THEREIN STATED ARE TRULY SET FORTH.

WITNESS MY HAND AND NOTARIAL SEAL AT MIAMI, FLORIDA, THIS 21 DAY OF MARCH, 1995.

\_\_\_\_\_  
NOTARY PUBLIC STATE OF

FLORIDA

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, EXECUTIVE BASKETS INC. (Name of Corporation) with its place of business at 13351 SW 53 St (Street Address and Number of Building)

HAS NAMED MARTHA BAERCENA  
(Name of Registered Agent)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Martha Baercena*  
(CORPORATE OFFICER)

TITLE SECRETARY

DATE 3/21/95

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 ASS STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

SIGNATURE *Martha Baercena*  
(REGISTERED AGENT)

DATE 3/21/95

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL. 32314  
(NOTE: there is a fee of \$3.00 for filing this certificate)

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P95000023956

Requestor's Name  
 Ser attached  
 Address  
 City/State/Zip Phone #

Office Use Only

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 96 JUN 28 AM 10:13

JUN 28 1996

Examiner's Initials	
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 19, 1996

**FAUSTO BARCENA**  
13351 S.W. 53RD STREET  
MIAMI, FL 33175

**SUBJECT: EXECUTIVE BASKETS, INC.**  
Ref. Number: P95000023956

We have received your document for EXECUTIVE BASKETS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 467-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 596A00030360

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96 JUN 27 AM 8:57

DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 28 AM 10: 13

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Executive Baskets, Inc.

SECOND: The date dissolution was authorized: June 13<sup>th</sup>, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Common shareholders, Fausto Barcela  
Martha Barcela  
(voting group)

Signed this 13<sup>th</sup> day of June, 19 96

Signature Fausto Barcela  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

FAUSTO BARCELA  
(Typed or printed name)

PRESIDENT  
(Title)