

P95000024738

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):

100001445551

-04/03/95 -01025--016

*****78.75 *****78.75

1. MAGIK PIZZA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

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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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 1:51

95 MAR 29 4:11:00
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

ARTICLE ONE

95 MAR 28 PM 1:57

NAME

The name of this corporation shall be:

MAGIK PIZZA, INC.

ARTICLE TWO

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

The date of the incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than SIX HUNDRED DOLLARS [\$600.00], or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

NAME	OFFICE	POST OFFICE ADDRESS
CARLOS ROA	PRESIDENT & TREASURER	9781 S.W. 129TH. STREET MIAMI, FLORIDA 33176
SANDRA RODRIGUEZ	V. PRESIDENT & SECRETARY	9781 S.W. 129TH. STREET MIAMI, FLORIDA 33176

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three [3] years, and provided further that at least one fourth [1/4] in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENTS

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this Corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is:

2,000 shares

C. Par Value. Each share of Common Stock shall have the par value of:

\$1.00 PER SHARE

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud in the transaction, the judgement of the Board of Directors and to the value of any such consideration shall be conclusive.

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting. No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors or of assets legally available for such purpose.

H. Liquidation Rights. Record holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative or investigative [and any appeals thereof] to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts or omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing rights to indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE TEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's Common Stock entitled to vote at the time of the proposal of any occurrence. For each occurrence, the required percentage shall be as follows:

A. Amendment of this Certificate of Incorporation.

Required percentage: 100%

B. Sales, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

Required percentage: 100%

C. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: 100%

D. Voluntary dissolution of this Corporation.

Required percentage: 100%

ARTICLE ELEVEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 this 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 TWELVE

PERCENTAGE OF SHARES

The names and addresses of each shareholder to the Articles of Incorporation and the number of shares which each of them agrees to take are as follows:

NAME	ADDRESS	No. OF SHARES
CARLOS ROA	9781 S.W. 129TH. ST. MIAMI, FLORIDA 33176	1,020
SANDRA RODRIGUEZ	9781 S.W. 129TH. ST. MIAMI, FLORIDA 33176	980

SUBSCRIBERS, INITIAL DIRECTORS AND INITIAL PRINCIPAL OFFICE.

The undersigned individuals, competent to contract, executes this Certificate of Incorporation as their subscribers, and initial directors. The undersigned individuals shall hold office as directors until their successors have qualified, following their election or appointment. The initial street address in the State of Florida of the principal office of this Corporation shall be:

9781 S.W. 129TH. STREET, MIAMI, FLORIDA 33176

The Corporation may change its principal office at any time.

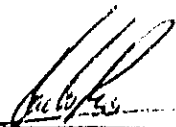
SUBSCRIBER [S] / DIRECTOR [S]

CARLOS ROA 9781 S.W. 129TH. STREET, MIAMI, FLORIDA 33176

SANDRA RODRIGUEZ 9781 S.W. 129TH. STREET, MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, the undersigned subscriber [s] do make, subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

At Miami, Florida on the 24TH. day of MARCH, 1995



CARLOS ROA



SANDRA RODRIGUEZ

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1.- The name of the corporation is :

MAGIK PIZZA, INC.

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

CARLOS ROA
9781 S.W. 129TH. STREET, MIAMI, FLORIDA 33176

[P.O. BOX NOT ACCEPTABLE]

SIGNATURE 
(CORPORATE OFFICER)

TITLE : VICE PRESIDENT

DATE : 24 MARCH 1995

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

SIGNATURE 

DATE: 24 MARCH 1995

P95000024738

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

100002136291--7

-04/08/97--01069--006

*****35.00 *****35.00

Office Use Only

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97 APR -8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ Certificate of Status

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<input type="checkbox"/>	Foreign J.P. Verifier
<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Other

RECEIVED
97 APR -8 AM 10:30
DIVISION OF CORPORATION

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

MAGIK PIZZA, INC.

FILED
97 APR -8 PM 2:47
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:

Article 5. Carlos Roa, President, Treasurer and Director and Sandra Rodriguez, Vice President, Secretary and Director have resign from their positions of the above-captioned Corporation.

Carlos Andres Pena has been elected as President, Treasurer and Director of the above-captioned Corporation.

Aleida Becerra has been elected as Vice-President, Secretary and Director of the above captioned Corporation.

That their residential address is: 11811 SW 18th. St., No.1, Miami, Fla. 33175.

Article 12. Carlos Roa has resigned to his subscription of 1020 shares of the above-captioned Corporation and have been assigned to Carlos Andres Pena.

Sandra Rodriguez has resigned to her subscription of 980 shares of the above-captioned Corporation and have been assigned to Aleida Becerra.

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:

These amendments to the articles of incorporation of the above-captioned Corporation are to take effect as of today 1 March 1997.

THIRD: The date of each amendment's adoption: 01 March 1997.

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

_____ 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 01 day of March, 1997.

Signature _____

(By the Chairman or Vice Chairman of the Board 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)

Carlos Roa

Typed or printed name

PRESIDENT-DIRECTOR

Title

P95000024738

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

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MIAMI, FLORIDA 33174 (305)552-5973

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Signed this 01 day of March, 1997.

Signature _____

(By the Chairman or Vice Chairman of the Board 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)

Carlos Roa

Typed or printed name

PRESIDENT - DIRECTOR

Title