

P95000025877

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

OFFICE USE ONLY

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 31 PM 3:13

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

1. PPA EXPORTERS, INC. 000001449350
(Corporation Name) (Document #)
-04/06/95--01041--021
*****78.75 *****78.75
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 |

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR 31 11:11

3-31
 Examiner's Initials AN

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

P P A EXPORTERS, 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 |
|-----------------------|--------------------------|--|
| RODRIGO PERALTA RAMOS | PRESIDENT & TREASURER | 11258 S.W. 71 LANE MIAMI, FLORIDA 33173 |

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:

1,000 shares

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

NO PAR VALUE

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 issue 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 entitle 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 judgements, 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 |
|-----------------------|--|---------------|
| RODRIGO PERALTA RAMOS | 11258 S.W. 71 LANE MIAMI, FLORIDA 33173 | 2000 |

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:

2626 N.W. 72ND. AVENUE, SUITE 215, MIAMI, FLORIDA 33122

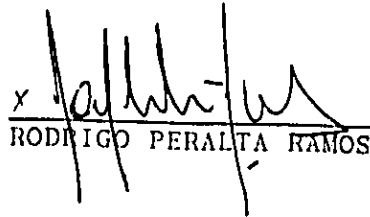
The Corporation may change its principal office at any time.

SUBSCRIBER [S] / DIRECTOR [S]

RODRIGO PERALT RAMOS 11258 S.W. 71 LANE, MIAMI, FLORIDA 33173

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 29TH. day of MARCH, 1995


x _____
RODRIGO PERALTA RAMOS

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.

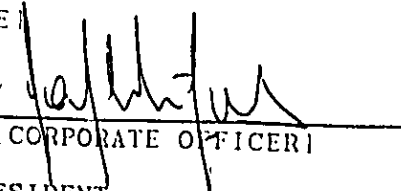
1.- The name of the corporation is :

P P A EXPORTERS, INC.

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

RODRIGO PERALTA RAMOS
11258 S.W. 71ST. LANE, MIAMI, FLORIDA 33173

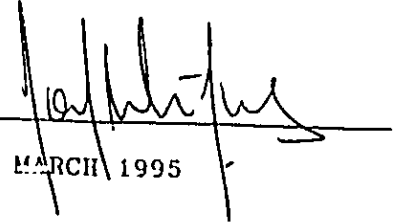
[P.O. BOX NOT ACCEPTABLE]

SIGNATURE 
[CORPORATE OFFICER]

TITLE : PRESIDENT

DATE : 29 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: 29 MARCH 1995

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 DEC -9 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000025877**

1 Corporation Name

P P A EXPORTERS, INC.

Principal Place of Business

2826 N.W. 72ND AVE., SUITE 215
MIAMI FL 33122

Mailing Address

2826 N.W. 72ND AVE., SUITE 215
MIAMI FL 33122

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 Now Principal Office Address, If Applicable

3 Now Mailing Office Address, If Applicable

Suite, Apt. #, etc

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

REINSTATEMENT *al*

4. Date Incorporated or Qualified To Do Business in Florida

03/31/1995

5. FEI Number

65-0569178

Applied For

Not Applicable

CERTIFICATE OF STATUS DESIRED

\$8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)

Name of Officers and/or Directors

Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)

City / State / Zip

1

PTD RAMOS, RODRIGO P

3

11258 S.W. 71ST LANE

4

MIAMI FL 33173

000002026250--7
-12/11/96--01068--016
****375-00 ****375-00

8. Name and Address of Current Registered Agent

RAMOS, RODRIGO P
11258 S.W. 71ST LANE
MIAMI FL 33173

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

[Signature]
REGISTERED AGENT MUST SIGN

Date

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10-15-96 (200) 200 200