

P950000 29516

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
(904) 385-6735

OFFICE USE ONLY

20000014578822
04/13/95--01047--020
****122.50 ****122.50

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

1. LUBAVA, 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

95 APR 14 PM 12:22
TALLAHASSEE, FLORIDA

DMC4/14/95

Examiner's Initials

FILED

95 APR 14 PM 12:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LUBAVA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME:

The name of the corporation is:

LUBAVA, INC.

2. DURATION:

The period of its duration is perpetual.

3. PURPOSE:

The purpose is to engage in any activities or business permitted under the Laws of the United States, the State of Florida, and any state or countries.

4. CAPITAL STOCK:

The corporation is authorized to issue 100 shares of authorized stock at (\$.1) one cent par value.

5. INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent and office are as follows:

<u>Registered Agent</u>	<u>Initial Office Address</u>
STEPHEN CAHEN, ESQ.	8585 Sunset Drive, Suite #75 Miami, FL 33143

6. INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director(s) of this corporation is:

GORCHAKOVA MILA
301 Poinciana Island Drive North
Miami Beach, Florida 33160

OLGA VDOOKHINA
301 Poinciana Island Drive North
Miami Beach, Florida 33160

7. INCORPORATOR:

The name and address of the incorporator(s) is:

JOSEPHINE PEREIRA
C/O 8585 Sunset Drive
Suite #75
Miami, Florida 33143

4

8. BY-LAW AMENDMENT:

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

10. INFORMAL ACTION OF DIRECTORS:

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

11. AMENDMENT OF ARTICLES:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

12. DIRECTORS' AUTHORITY
TO FIX COMPENSATION:

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS §607.111).

13. PRE-EMPTIVE RIGHTS:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

14. DIRECTOR CONFLICT OF INTEREST:

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

15. MEETING BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

16. PRINCIPLE PLACE OF BUSINESS:

The corporation's principle place of business is:

301 Poinciana Island Drive North
Miami Beach, Florida 33160

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1995.


JOSEPHINE PEREIRA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally
appeared: JOSEPHINE PEREIRA, to me known to be the person(s) who
executed the foregoing Articles of Incorporation, and acknowledged to
me that he executed the foregoing instrument.

SWORN TO AND SUBSCRIBED before me at Miami, Dade
County, Florida, this 12th day of April, 1995.

NOTARY PUBLIC:

Signature: *S. Cahen*

Print: S. Cahen

State of Florida at Large

My Commission Expires:

✓
____ Personally known to me.
____ Produced _____ as identification.



STEPHEN CAHEN
COMMISSION # CC 377242
EXPIRES JUN 1, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

95 APR 14 PM 12:22

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 office/registered agent, in the state of Florida.

1. The name of the corporation is:

LUBAVA, INC.

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

Stephen Cahen
8585 Sunset Drive, Suite #75
Miami, Florida 33143

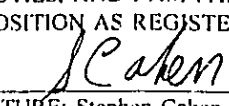
SIGNATURE: 

Josephine Pereira

TITLE: Incorporator

DATE: April 12, 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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE: Stephen Cahen

DATE: April 12, 1995

P95000029516

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 1
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE
(904)385-6715

OFFICE USE ONLY

800001509008
-06/08/95--01110--011
*****35.00 *****35.00

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

1. LUBAVA, 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 type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

95 JUN -2 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION
95 JUN -1 AM 11:07

6/2
Joy
Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1995

LAZARUS

MIAMI, FL

SUBJECT: LUBAVA, INC.
Ref. Number: P95000029516

We have received your document for LUBAVA, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 195A00027473

RECEIVED
JUN 2 1995
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LUBAVA, INC.**

95 JUN -2 PM 2:21
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 adopted:
Article 6: BOARD OF DIRECTORS:**

This corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the directors of this corporation are:

VLADIMIR VDOOUKHIN
301 Poinciana Island Drive North
Miami Beach, Florida 33160

EVGUENINA VDOOUKHINA
301 Poinciana Island Drive North
Miami Beach, Florida 33160

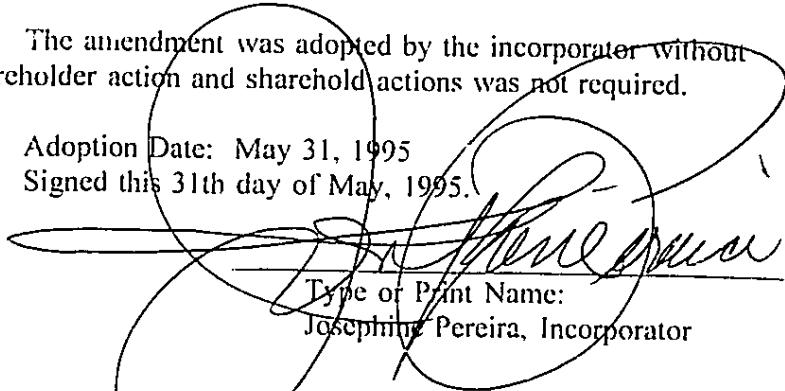
OLGA VDOOUKHINA
301 Poinciana Island Drive North
Miami Beach, Florida 33160

SECOND: Adoption of Amendment:

The amendment was adopted by the incorporator without shareholder action and shareholder actions was not required.

Adoption Date: May 31, 1995

Signed this 31th day of May, 1995.


Type or Print Name:
Josephine Pereira, Incorporator

Stephen Cahen - Board Certified Civil Trial Lawyer

LAW OFFICES OF STEPHEN CAHEN, P.A. • 8585 Sunset Drive • Suite 75 • Miami, Florida 33143 • (305) 595-0605