

P95000032707

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

800 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 2:12

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-05/01/95--01021--017
****122.50 ****122.50

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

1. FRED & WILLY'S TOYS, 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	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

4-26
KON

ARTICLES OF INCORPORATION
OF
FRED & WILLY'S TOYS, INC.

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ARTICLE I - CORPORATE NAME

The name of this Corporation is: FRED & WILLY'S TOYS, INC.,
located at 1810 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by
this corporation shall engage in any and all businesses
permitted under the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation
is authorized to issue and have outstanding at any one time is
(1000) shares of common stock having a par value of (\$1.00) per
share.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing
upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial
Registered Office of this Corporation in the State of Florida
shall be: WILFREDO B. ALLEN, ESQ., 2250 S.W. 3rd Avenue, Third
Floor, Miami, Florida 33129. The Board of Directors from time
may move the Registered Office to any other address in the State
of Florida.

ARTICLE VI- BOARD OF DIRECTORS

This corporation should not have less than (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
FREDRIC SNITZER President	1810 Ponce de Leon Blvd. Coral Gables, Florida 33134

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occur first.

ARTICLE VIII- INCORPORATOR

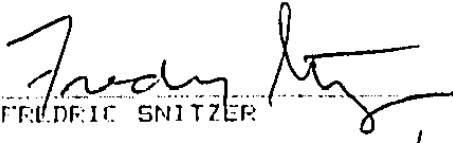
The name and street address of the persons signing this Article of Incorporation as the Incorporator are:

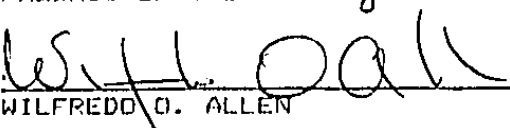
<u>NAME</u>	<u>ADDRESS</u>
FREDIRC SNITZER	1810 Ponce de Leon Blvd. Coral Gables, Florida 33134
WILFREDO O. ALLEN	2250 S.W. 3rd Avenue, 3rd floor Miami, Florida 33129

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on this 1st day of March, 1925.


FREDRIC SNITZER


WILFREDO O. ALLEN

ACKNOWLEDGEMENT OF REGISTERED AGENT

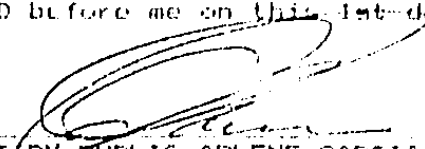
Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

W. L. O. A. Y.
WILFREDO O. ALLEN

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, FREDRIC SNITZER and WILFREDO O. ALLEN to me known to be the person(s) described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 1st day of March, 1995.

SWORN TO AND SUBSCRIBED before me on this 1st day of March, 1995.


NOTARY PUBLIC-ARLENE GARCIA
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION END, MAY 15, 1995
EXPIRY FROM OFFICE, MAY 15, 1995.