

P95000034053

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

900001476379  
-05/04/95--01125--001  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. ROGER'S DESSERTS INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

EFFECTIVE DATE

MAY 1 1995

☒ Walk in ☒ Pick up time 2:00

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

RECEIVED  
MAY -1 12:11:00  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE

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

W95-9173

308  
625

SDS

95 MAY -2 PM 1:40

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 1, 1995

LAZARUS

MIAMI, FL

SUBJECT: ROGER'S DESSERTS, INC.  
Ref. Number: W9500009173

We have received your document for ROGER'S DESSERTS, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 195A00020678

ARTICLES OF INCORPORATION  
OF

ROGER'S DESSERTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

ROGER'S DESSERTS, INC.

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares (\$1.00) par value each.

ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3013 95 DR. East., Parrish, Florida

34219

and the name of the initial

registered agent at such address is ROGER GELLER

EFFECTIVE DATE

MAY 1 1995

95 MAY -2 PM 1:40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on *MAY 1st*, 1995

ARTICLE 8 - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

ROGER GELLER	PRESIDENT	3013 95 Dr. E. Parish, Fl. 34219
--------------	-----------	-------------------------------------

THOMAS GELLER	VICE-PRESIDENT	3013 95 Dr. E. Parish, Fl. 34219
---------------	----------------	-------------------------------------

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

#### ARTICLE 11 - SHAREHOLDER ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

#### ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

#### ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on

X Roger Geller  
Shareholder, Incorporator

X Thomas E. Geller  
Shareholder, Incorporator

\_\_\_\_\_  
Shareholder, Incorporator

\_\_\_\_\_  
Shareholder, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary public, personally appeared

ROGER S. GELLER AND THOMAS E. GELLER

known to me to be the persons whose names are  
subscribed to the within instrument, and acknowledged that  
they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official  
seal at Miami, Florida, on April 10th, 1995

Janyce Paskowsky  
NOTARY PUBLIC  
State of Florida  
at Large

My Commission Expires:

Personally Known

OFFICIAL NOTARY SEAL  
JANYCE M PASKOWSKY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC340361  
MY COMMISSION EXP. DEC. 18, 1997

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, 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:

ROGER'S DESSERTS, INC.

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

is: ROGER S. GELLER  
3013 95 DR. E.  
Parish, Florida  
34219

SIGNATURE X *Roger S. Geller*  
(Corporate officer)  
TITLE PRESIDENT  
DATE April 10th, 1995

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

SIGNATURE X *Roger S. Geller*  
TITLE REGISTERED AGENT

FILED  
CLERK OF STATE  
95 MAY -2 PM 1:40