

p95 0000 38811

LAZARUS CORPORATE INDUSTRIES, INC.
(Registrant'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

RECEIVED
MAY 15 1995
TALLAHASSEE, FLORIDA

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

1. INMOUROUS, A, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2-1:30

☐ 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

RECEIVED
MAY 15 PM 1:21
OFFICE OF CORPORATION

NANCY HENDRICKS MAY 17 1995

Examiner's Initials

FILED
05 MAY 12 10 00 AM
CLERK OF COURT
JULIA A. HARRIS

ARTICLES OF INCORPORATION
OF

INMOURO U.S.A., 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:

INMOURO U.S.A., 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

Inislav Mouradov
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

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 15 day of MAY, 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 15 day of May, 1995.



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

NOTARY PUBLIC

Signature: _____

Print: _____

State of Florida at Large

My Commission Expires:

✓

Personally known to me.

Produced _____ as identification.

Page -6-

FILED
95 MAY 12 11:00
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

CERTIFICATE OF DESIGNATION
OF 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 office/registered agent, in the state of Florida.

1. The name of the corporation is:}

INMOURO U.S.A., INC.

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

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

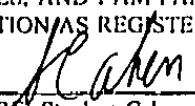
SIGNATURE: 

Josephine Pereira

TITLE: Incorporator

DATE: 5-15-95

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: 5-15-1995

Charter Number Only

P95000038811

VALIDATION ONLY

LAZARUS CORPORATE INDUSTRIES

Requestor's Name

890 S.W. 87 Ave. Suite 16

Address

MIAMI, FL 33165 305-552-5973
City State ZIP Phone
local rep. TERESA ROMAN 385-6735

CORPORATION(S) NAME

LAZARUS U.S.A., Inc

15 JUN - 2 PM 2:26
SECRET
TELETYPE
FEDERAL BUREAU OF INVESTIGATION

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

S.D

6/10
J. B. B. Amend.

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1995

LAZARUS

MIAMI, FL

SUBJECT: INMOURO U.S.A., INC.
Ref. Number: P95000038811

We have received your document for INMOURO U.S.A., INC. and check(s) totaling \$105.00. 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.

PLEASE INCLUDE A SEPARATE COVER SHEET FOR EACH DOCUMENT.

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

Joy Moon-French
Corporate Specialist

Letter Number: 395A00027475

RECEIVED
JUN 1 1995
CORPORATE
DIVISION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INMOURO U.S.A., INC.**

53 OCT -2 PM 2:25
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FEB 13 1996

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 one (1) director. 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 director of this corporation is:

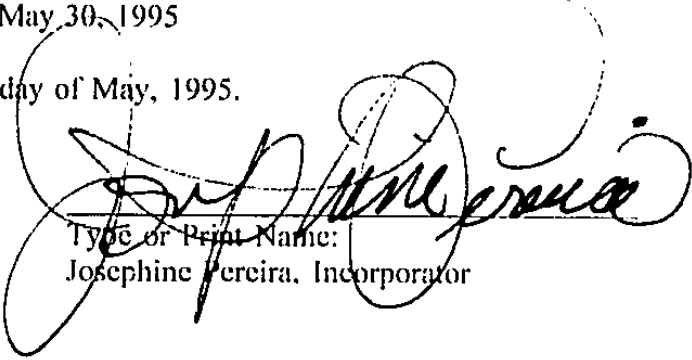
INISLAV MOURADOV
301 Poinciana Island Drive North
Miami Beach, Florida 33160

SECOND: Adoption of Amendment:

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

Adoption Date: May 30, 1995

Signed this 30th day of May, 1995.


Type or Print Name:
Josephine Pereira, Incorporator