

P95000039071

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

200001493782  
05/18/95-01101--009  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. MIAMI SEWING MACHINE CORP.  
(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

NANCY HENDRICKS MAY 17 1995

Examiner's Initials

*Jose Manuel Rodriguez - Gomez*

ATTORNEY AT LAW

3990 W. FLAGLER ST.  
SUITE 302  
MIAMI, FLORIDA 33134

PHONE: (305) 441-8908  
(305) 441-7931  
FAX: (305) 441-9057

May 15, 1995.

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL. 32314

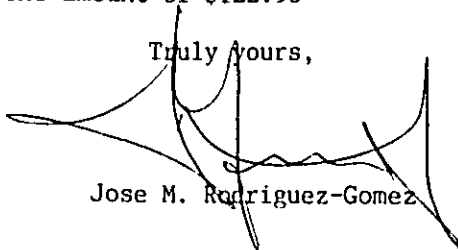
Re: MIAMI SEWING MACHINE CORP.

Gentlemen:

Enclosed please find the following:

- a) Original and copy of Article of Incorporation.
- b) The Registered Agent form.
- c) Our check in the amount of \$122.50

Truly yours,



Jose M. Rodriguez-Gomez

Enc.

ARTICLES OF INCORPORATION  
OF  
MIAMI SEWING MACHINE CORP.

FILED  
55 MAY 17 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:  
MIAMI SEWING MACHINE CORP.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be,  
Sale and distribution of sewing machine and furniture.

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are,

One Hundred (100) shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assesment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire un-issued or treasury shares or convertible securities.

#### ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

#### ARTICLE V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

718 S.W. 12th. Avenue, Miami, Florida 33135

The registered office address for this corporation in the State of Florida will be:

718 S.W. 12th. Avenue, Miami, Florida 33135

Its registered agent:

CARMEN ROSA REYNOSO

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

#### ARTICLE VII. - DIRECTORS

This corporation shall have one Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection

with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS: The names and Post office addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
CARMEN ROSA REYNOSO	718 S.W. 12th. Avenue, Miami, FL. 33135

ARTICLE IX. - SUBSCRIBERS: The name and post office addresses of each subscriber of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
CARMEN ROSA REYNOSO	718 S.W. 12th. Avenue, Miami, FL. 33135

ARTICLE X. - AMENDMENT: These Articles of Incorporation may be amendment in any or as may respects as may be desired, proved that the Amended Articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment. A Charter amendment requires the affirmative vote of the Holders of a Majority of the share entitled to vote thereon. Restated Articles of Incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hand and seals this 15th. day of May, 1995.

\_\_\_\_\_  
(Seal)

\_\_\_\_\_  
(Seal)

\_\_\_\_\_  
(Seal)

Page No. 6  
Articles of Incorporation of:  
MIAMI SEWING MACHINE CORP.

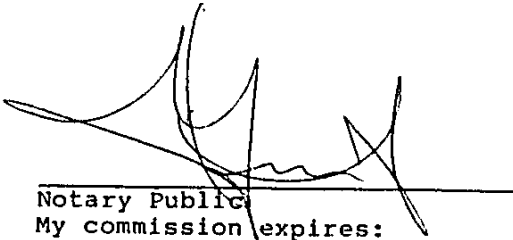
STATE OF FLORIDA )  
                              : ss  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this day before me, a Notary Public  
duly authorized in the State and County named above, to take  
acknowledgments, personally appeared:

CARMEN ROSA REYNOSO, personally known to me and

to me known to be the person(s) described as subscribers in and  
who executed the foregoing Articles of Incorporation, and  
acknowledged before me that they subscribed to these Articles of  
Incorporation.

IN WITNESS WHEREOF, I set my hand and Official seal in the  
County and State named above this 15th. day of May, 19 95

  
\_\_\_\_\_  
Notary Public  
My commission expires:

OFFICIAL NOTARY SEAL  
JOSE M RODRIGUEZ-GOMEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC376640  
MY COMMISSION EXP. JUNE 27, 1996



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

**FIRST:** That MIAMI SEWING MACHINE CORP. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Carmen Rosa Reynoso City of Miami County of Dade State of Florida, as its agent to accept Services of process within this State.

**ACKNOWLEDGEMENT:**

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 provisions of said Act relative to keeping open said office.

BY: [Signature]  
(Resident Agent)

65 JUL 17 1961