

P95000040259

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

700001497137  
-05/23/95--01106--018  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

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

1. Meson Carpi chil'd. doc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 5:00

☐ 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 22 1995

Examiner's Initials

**CERTIFICATE OF INCORPORATION**

**OF**

**MESON CARPI INT'L. INC.**

**FILED**

95 MAY 22 PM 1:20

SECRET  
RECEIVED

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

FIRST: The name of the corporation is :

MESON CARPI INT'L. INC.

and its principal place of business will be at

146 GIRALDA AVE. CORAL GABLES, FL. 33134

SECOND: The business of this corporation shall be to engage in any and all lawful business or businesses.

THIRD: The corporation shall have one class of stock, namely common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 1000.

All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property and labor or services may be purchased or paid for by the corporation with such stock. Likewise stock of other corporations or going businesses may be purchased by corporation in return for this corporation's stock. Such property, labor, services and stock of other corporations and going business shall be at just valuation determined by the Board of Directors. This corporation may purchase, trade, or otherwise acquire, hold or re-issue shares of its own stock.

FOURTH: The amount of capital with which the corporation shall begin business will not be less than FIVE HUNDRED (\$500.) DOLLARS.

FIFTH: The existence of the corporation shall be perpetual.

SIXTH: The board of directors shall consist of no fewer than one or more than seven directors.

SEVENTH: The common stock of this corporation shall be issued pursuant to the requirements of section 1244 of the Internal Revenue code and the regulations issued thereunder.

EIGHTH: The names and post office address of the first officers and directors who, subject to the provisions of this certificate of incorporation, the By-laws and the laws of the state of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

<u>Office</u>	<u>Name</u>	<u>Post office address</u>
PRESIDENT	LUIS G. GUAJARDO	10030 SW 132 AVE. MIAMI, FL. 33186
SECRETARY	JUAN C. SEGUI	10040 SW 132 AVE. MIAMI, FL. 33186

NINTH: The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>Name</u>	<u>Post office address</u>	<u># Shares</u>
LUIS G. GUAJARDO	10030 SW 132 AVE. MIAMI, FL. 33186	50
JUAN C. SEGUI	10040 SW 132 AVE. MIAMI, FL. 33186	50

For the stock the above-named party will pay the sum of Five and no/100 (5.00) Dollars-----for each share of stock, or a total of FIVE HUNDRED and no/100 ( 500.00 ) DOLLARS.

TENTH: The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder agreement ( or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders agreement ) consenting to the revocation and cancellation of the agreement among the stockholders.

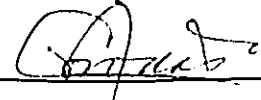
ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

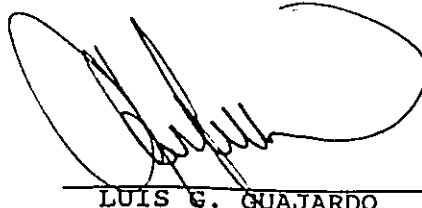
TWELFTH: Luis G. Guajardo, residing at 10030 SW 132 Ave.  
Miami, Florida 33186

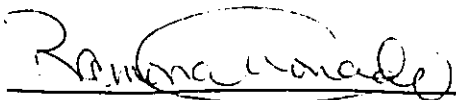
agent for service of process upon this corporation, subject nevertheless to the right of this corporation to change such resident agent and the office location of place of business for service of process in the manner provided in Section 48.091(1) of Florida Statutes.

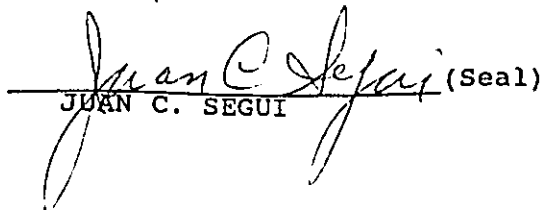
IN WITNESS WHEREOF, the parties hereto have hereunto set their hand and seals this 19<sup>th</sup> day of MAY A.D., 1995.

Signed, sealed and delivered  
in the presence of ( As to all )

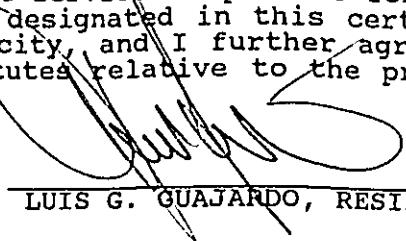
  
\_\_\_\_\_

  
\_\_\_\_\_  
LUIS G. GUAJARDO (Seal)

  
\_\_\_\_\_

  
\_\_\_\_\_  
JUAN C. SEGUI (Seal)

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.

  
\_\_\_\_\_  
LUIS G. GUAJARDO, RESIDENT AGENT (Seal)

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE     )

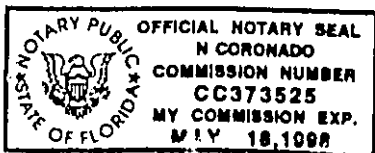
BE IT REMEMBERED that on this day personally appeared before me the undersigned notary public in and for the State of Florida.

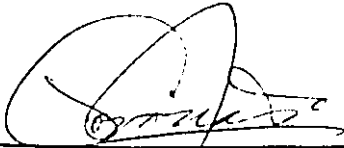
LUIS G. GUAJARDO AND JUAN C. SEGUI

parties to the foregoing certificate of incorporation, known to me personally to be such, upon their oath, they acknowledged the same to be the act and deed of such signers and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, said  
county and State, this 17<sup>th</sup> day of MAY A.D., 1995

( SEAL )



  
\_\_\_\_\_  
N. Coronado, Notary Public  
State of Florida

Personally known \_\_\_\_\_ or Produced Identification XXX

Type of Identification Produced: FL D/L G263-520-45-219-0 \_\_\_\_\_

Type of Identification Produced: FL D/L S200-423-51-027-0 \_\_\_\_\_

P95000040259

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

800001858268  
-06/11/96--01106--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. MESON CARPI INTERNATIONAL, INC.  
(Corporation Name) (Document #)
2. Amend  
(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

FILED

96 JUN 11 PM 4:21

SECRET  
TALLAHASSEE  
DIVISION OF CORPORATIONS

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 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

#00789

00721

DIVISION OF CORPORATIONS

96 JUN 11 AM 10:52

RECEIVED

00524, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 11, 1996

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

SUBJECT: MESON CARPI INT'L. INC.  
Ref. Number: P95000040259

We have received your document for MESON CARPI INT'L. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Joao A. de Barros has signed as the new Registered Agent but you have not shown that you are amending the registered agent.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 996A00029080

RECEIVED  
96 JUN 12 PM 3:02  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FILED  
96 JUN 11 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*MESON CARPI INT'L INC.\*\*\*\*\*  
(present name)

*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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE #8: THE NEW PRESIDENT & SECRETARY ARE:

Joao A. de Barros - President  
Rosane Leal Santos - Secretary

THE NEW ADDRESS IS:

146 Giralda Ave.  
Coral Gables, Florida 33134

ARTICLE #9: THE NEW SUBSCRIBER TO THE CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK IS:

Joao A. de Barros - 100%

ARTICLE #12 The new registered agent will be.

Joao A. de Barros  
146 Giralda Ave.  
Coral Gables, Fl. 33134

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: 05/31/96

FOURTH: Adoption of Amendment(s) (check one) :

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)"

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 31st day of May, 19 96

Signature X

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Luis G. Guajardo

Typed or printed name

President - Resident Agent - Director  
Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

X Joao A. de Barros

31st. May, 1996

DATE