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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)385-6715

OFFICE USE ONLY

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

	1. V/C70/	CIA FLOME OF	(Document)/	
	2.	2001 (AULIO)	(Document #)/	
		tion Name)	(Document #)	
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		tion Name)	(Document #)	500081509 06/09/35-01025- ******78.75
	4. (Corpora	stion Name)	(Document #)	
	Walk in Mail out	Pick up time 2100 Will wait Photocopy	Certified Copy 与自己的 -06/03/ 【Certificate of Status ****	001509489 79501025012 78.75 *****78.75
	NEW FILINGS	AMENDMENTS	W 1887 (A) (A)	
)	Profit	Amendment		
-	NonProfit	Resignation of R.A., Offic	er/Director	
				
	Limited Liability	Change of Registered Age	nt	
	Limited Liability Domestication	Change of Registered Age Dissolution/Withdrawal	nt	

OTHER FILINGS	REGISTRATION/ QUALIFICATION
Annual Report	Foreign
Fictitious Name Name Reservation	Limited Partnership
	Reinstatement
	Trademark
GDATO31 (1010)	Other

NANCY HENDRICKS JUN - 6 1995

Examiner's Initials

CR2E031(10/92)

LAW OFFICES

ALBERTO J. PARLADE

3850 HOUTHWEST 6714 AVENUE

SUITE 207
MIAMI, FLORIDA DOIGS

ALBERTO J. PARLADE, ESO JUAN E. FIGUERAS, ESO TELEPHONE (305) 552 5777

ТЕLЕСОРІЕН (305) 552 ./954

June 2, 1995

Secretary of State Division of Corporation Caller Service #1500 Tallahassee, Florida 32302-1500

RE: Filing of Articles of Incorporation for: VICTORIA HOME OF MIAMI, INC.

Gentlemen:

The undersigned is the attorney for the above referenced Corporation.

Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation

\$ 70.00

- Certificate of Good Standing

\$ 8.75

TOTAL:

\$ 78.75

Upon filing the Articles of Incorporation, please return a copy of the Articles of Incorporation stamped "FILED" to the undersigned along with the Certificate of Good Standing at your earliest possible convenience.

Should you have any questions and/or need any additional information do not hesitate to contact our office. Otherwise thank you for your attention in this matter.

Very truly yours,

Tessie Rico for

ALBERTO J. PARLADE, ESQ.

AJP:tir

Enclosure

ARTICLES OF INCORPORATION OF VICTORIA HOME OF MIAMI, INC.

FILED \$5 JUN -5 FIL 3: 33 WELLEY

ARTICLE I

The name of the corporation is VICTORIA HOME OF MIAMI, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Laws of the State of Florida.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1000) shares of One (\$1.00) Dollar par value each. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation or in any voting agreement to which all shareholders are party, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

PAGE 2 - ARTICLES OF INCORPORATION

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

MARIA DE LOS ANGELES SANCHEZ 5403 S.W. 127th COURT Miami, Florida 33175

> LEONID LAZARO QUINTANA 5403 S.W. 127th COURT Miami, Florida 33175

ARTICLE XI

The initial registered agent of the corporation is LEONID LAZARO QUINTANA. The street address of the corporation's initial registered office is:

5403 S.W. 127th COURT Miami, Florida 33175

ARTICLE XII

The name and address of the incorporator of the corporation is:

LEONID LAZARO QUINTANA
5403 S.W. 127th COURT
Miami, Florida 33175

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: June 2, 1995.

Leonid Lazaro Quintana, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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: VICTORIA HOME OF MIAMI, INC..
- 2. The name and address of the registered agent and office is:

LEONID LAZARO QUINTANA 5403 S.W. 127th COURT Miami, Florida 33175

Signature Leoniel Lazaro Quintana, Incorporator

Date: June <u>2</u>, 1995.

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 STATUES 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 Fredrick Fazors Quintana
LEONID LAZARO QUINTANA

PAGE 5 - ARTICLES OF INCORPORATION

LAZARUS CORPORATE INDUSTRIES, INC. (Requestor's Name) 800001595508 -09/27/95--01038--044 *****35.00 *****35.00 890 S.W. 87 AVENUE, SUITE: 16 (Address) OFFICE USE ONLY

33174 (305)552-5973 MIAMI, FLORIDA

(Phone #) (City, State, Zip)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

CORPORATION NAME(S) &	DOCUMENT NUMBER(S) (if known)
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4.	(Corporation	Name)	(Document #)		
		cuptime 2/08	Certified Copy		
	Mail out Wi	Il wait Photocopy	Certificate of Status		
		AMENDMENTS Amendment		SEC TALL	on O
 	Profit	Resignation of R.A., Officer/L	Director		E E
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L	imited Liability	Change of Registered Agent		Inch	יון י
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	OTHER FILINGS	W.P. REGISTRATION/ QUALIFICATION			
	Annual Report	Foreign			
	Fictitious Name	Limited Partnership			
	Name Reservation	Reinstatement			
		Trademark	Exami	ner's Initials	
		Other	<u></u>		
•	CR2E031(10/92)				

AKTICLES OF AMENDMENT

OF,

OF MIAMI, 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:

Amendment(s) adopted: (indicate article number(s) being amended, added

Article X: The new Board of directors will be read as follows Lionid Lazaro Quintana , President. Diraction 10400 SW 50 Terr MIAMI, FL 33175

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:

The date of each amendment's adoption: $\frac{09}{25}/1995$ THIRD:

FOURTH: Adoption of Amendment(s) (checkone)

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without frarcholder action and shareholder action was not required.
- -x. 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 ameralment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by voting group. (voling group)

Signed this 25 day of Septembre 19, 95
By x Mauche.
(Chairman or Vice Chairman of the Board of Directors, Fresident or other officer if adopted by the shareholders) (A director of Incorporator if adopted by the directors or incorporators)
Mide las Augeles Sonake
Director