P95000044303

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

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-06/09/95--01027--005
****122.50 ****122.50

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

1. Cooking Express Products, Inc
(Corporation Name) (Document #)

2. ______
(Corporation Name) (Document #)

3. ______
(Corporation Name) (Document #)

4. ______
(Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2:00 [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

NANCY HENDRICKS JUN - 8 1995

Examiner's Initials	

CR2E031(10/92)

COOKING EXPRESS PRODUCTS, INC.
1698 West 65 Street
Hialeah Florida 33012

95 [illegible] PM 1:21

[illegible] COOKING EXPRESS PRODUCTS, INC.

ARTICLE II - [illegible]

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (FIVE HUNDRED) shares $1.00 (ONE DOLLAR) par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board [illegible] until the stockholders [illegible] action communicated to the Board, in writing, their decision to determine the consideration for the issuance of [illegible] shares. This action by stockholders will not affect prior action by the Board.

[illegible] consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. [illegible] the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - [illegible]

[illegible] upon the [illegible] of this corporation [illegible]

[illegible]

[illegible]

is 1698 West 65 Street, Hialeah, Florida 33012 and the name of the [illegible] agent of this corporation at [illegible] address is Fernando Diaz.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Name	Address
FERNANDO DIAZ, PRESIDENT S/S 264-99-5650 (5/30/49)	1698 W. 65 St., Hialeah, Fl. 33012

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any [illegible] as a Director or Officer of the corporation, [illegible] any person who serves [illegible] 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 [illegible] subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for [illegible] legal and other expenses [illegible] person shall be indemnified against, or be reimbursed [illegible] expenses incurred in connection with any claim or liabilities as to which it shall be adjudged that such officer, [illegible] performance of his duties.

[illegible]

[illegible]

[illegible]

[illegible] otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is 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 interested.

ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

[illegible]

FERNANDO DIAZ, PRESIDENT   1698 W. 65 St., Hialeah, Fl. 33012

[illegible]

[illegible]

[illegible] [illegible] [illegible] entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of JUNE, 1995.

X ______________________
FERNANDO DIAZ, PRESIDENT

____

____

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FERNANDO DIAZ ______________________ known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed these Articles of Incorporation.

[illegible] in the State and County aforesaid, this 7th day of June, 1995.

____

[illegible]

[illegible]

[illegible] following is submitted, in compliance with said Act:

First: That COOKING EXPRESS PRODUCTS, INC. 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 FERNANDO DIAZ located at 1698 West 65 Street city Hialeah, Florida 33012, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

X ______________________________

REGISTERED AGENT

FERNANDO DIAZ