

P95000058553

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requirer'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

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\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. BOTANICA EL EDIBERE INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 9:00

☒ 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

FILED  
95 JUL 28 PM 2:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Lazarus said  
there is no transaction

N. HENDRICKS JUL 28 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

BOTANICA EL EDIBERE INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

BOTANICA EL EDIBERE INC.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 500 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

**FILED**  
95 JUL 28 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First-That BOTANICA EL EDIBERE INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Dania, County of Broward, State of Florida had name NANCY ESPINOZA 467 SW 90TH COURT, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above state 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.

By:   
NANCY ESPINOZA  
Registered Agent

#### ARTICLE V

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and address is the following:

467 SW 90TH COURT

MIAMI, FLORIDA 33174

#### ARTICLES VI

##### **DIRECTORS**

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) Director(s) initially.

The name and address of the initial Directors of this Corporation is:

<u>NAME</u>		<u>ADDRESS</u>
NANCY ESPINOZA	PRES/SEC/TREAS	467 SW 90TH COURT MIAMI, FL 33174

ARTICLES VII  
INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
NANCY ESPINOZA	100% SHARES	467 SW 90TH COURT MIAMI, FL 33174

ARTICLES VIII

**INDEMNIFICATION**

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves, by

a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

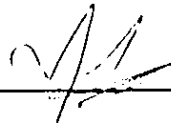
## **ARTICLE IX**

### **BYLAWS**

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.

  
\_\_\_\_\_  
**NANCY ESPINOZA**  
**PRES/SEC/TREAS**

WITNESS: My hand and official seal this 11<sup>th</sup> day of JULY 1995, at Miami, County of Dade, State of Florida



NOTARY PUBLIC STATE OF  
FLORIDA AT LARGE

My commission expires



OFFICIAL NOTARY SEAL  
JESUS A. RUBALCABAL  
COMMISSION NO. CC390047  
MY COMMISSION EXPIRES JULY 3, 1998