

P95000060653

95/03-7 PM 1129

3-11-95  
TAT: 11

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

500001555455

-08/08/95--01093--016

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

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

1. FERROX CORPORATION  
(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

Examiner's Initials

8/11/95

ARTICLES OF INCORPORATION  
OF  
TEROPEX CORPORATION

95713-7 PM 11:29

*The undersigned subscribers to these ARTICLES OF INCORPORATION, natural persons competent to contract, hereby form a Corporation under the laws of the STATE OF FLORIDA.*

ARTICLE I-NAME AND ADDRESS

*The name of the corporation is TEROPEX CORPORATION with its principal place of business located at 10140 E. CALUSA DR. MIAMI FLORIDA 33186.*

ARTICLE II-DURATION AND BEGINING  
OF CORPORATE EXISTENCE

*The Corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be when these ARTICLES OF INCORPORATION are received and accepted by the SECRETARY OF STATE OF FLORIDA.*

ARTICLE III-PURPOSE

*This Corporation is organized for the purpose of transacting any or all lawful business.*

ARTICLE IV-CAPITAL STOCK

*The Corporation is authorized to have outstanding one class of stock designated COMMON STOCK. The maximum number of shares of COMMON STOCK to have outstanding is 500 of a par value of \$ 1.00. Holders of COMMON STOCK shall not have pre-emptive rights to subscribe to the Corporation's securities.*

ARTICLE V-REGISTERED OFFICE & AGENT

*The street address of the initial registered office of the corporation in the state of FLORIDA is 10140 E. CALUSA DR. MIAMI FLORIDA 33186. The name of the initial registered agent of this Corporation at that address is Jose I. Acero.*

ARTICLE VI-INITIAL BOARD OF DIRECTORS

*The Corporation shall have Three director (s) initially. The number of director (s) may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws of the Corporation.*

*The name and street address of the initial director (s) of this Corporation are:*

*JOSE I. ACERO RUIZ  
10140 E. CALUSA DR.  
MIAMI FLORIDA 33186*

*FERNANDO REINOSO  
10140 E. CALUSA DR.  
MIAMI FLORIDA*

*SINGER PEREZ  
10140 E. CALUSA DR.  
MIAMI FLORIDA 33186*

#### *ARTICLE VII-INCORPORATOR (S)*

*The name and address of the incorporator (s) to these ARTICLES OF INCORPORATION ARE:*

*JOSE I. ACERO  
10140 E. CALUSA DR.  
MIAMI FLORIDA 33186*

*FERNANDO REINOSO  
10140 E. CALUSA DR  
MIAMI FLORIDA 33186*

*SINGER PEREZ  
10140 E. CALUSA DR.  
MIAMI FLORIDA 33186*

#### *ARTICLE VIII-BY-LAWS*

*The power to adopt, alter, amend or repeal By-Laws shall be vested in the BOARD OF DIRECTORS and SHAREHOLDERS.*

#### *ARTICLE IX-INDEMNIFICATION*

*The Corporation shall indemnify, to the full extent permitted by the By-Laws, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture, Trust or other Enterprise.*

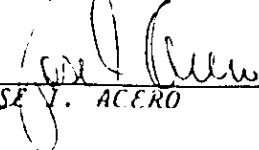
ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment thereto.

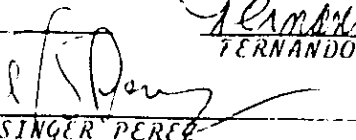
ARTICLE X -BUY-OUT PROVISION

Should any Stockholder desire to sell his or her Stock, said Stockholder shall so notify the other Stockholders, in writing, of his or her intention to sell. That upon receipt of said notification, the Corporation shall authorize the accountant then employed by said Corporation to make a full and complete audit of the books of said Corporation, using standard accounting methods and principles in order to determine the book value of said Corporation. Upon determination of the book value, the price of the Stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the Accountant. The remaining Stockholder or Stockholders shall purchase said Stock in proportionate shares to the percentages that they presently own and the seller shall get 50 percent of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator (s) has (we) executed these ARTICLES OF INCORPORATION this 8 day of AUGUST 1995.

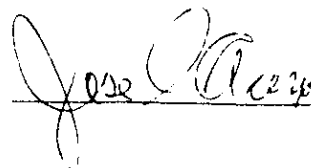
  
JOSE L. ACERO

  
FERNANDO REINOSO

  
AL SINGER PEREZ

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

First, TEROPEX CORPORATION, desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the city of Miami, County of Dade, State of Florida, has designated JOSE L. ACERO as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at the 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.

  
JOSE L. ACERO

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :  
DEPARTMENT OF STATE

8.24.95

555

P 95 0000 60653

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	262.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	262.50	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		4	70.00
12	45-20-2-130001-45300000-00-000100-00		2	70.00
12	45-20-2-130001-45300000-00-000100-00		2	122.50

GRAND TOTAL: \$ 262.50

Process Date: 08/14/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34 F.S.

State Treasurer

*Bill Nelson*

RECEIVED  
STATE OF FLORIDA  
OFFICE OF THE STATE TREASURER  
TALLAHASSEE, FLORIDA

1020  
63 1102 8870

DEL VALLE HEALTH CARE, INC.  
425 EAST 24TH STREET, SUITE NO 6  
MIAMI, FL 33013

ACCOUNT CLOSED

DEPOSIT

122.50

AUGUST 4, 1995

19

PAY  
TO THE  
ORDER OF

SECRETARY OF STATE

ONE TWENTY TWO

50/100

DOLLARS

YES! CENTRAL BANK  
CENTRAL BANK OF FLORIDA  
CORPORATE BANKING  
CORPORATE SERVICES  
CORPORATE TRADING



FOR

1100102011 106701192210 0802011039110

00000012250





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 1, 1995

Del Valle Health Care, Inc.  
425 E. 24th St., Suite No. 6  
Miami, FL 33013

SUBJECT: FEROPLEX CORPORATION  
Ref. Number: P95000060653

Debit Memo #: 60555-C

This is to inform you that your check #1020 dated August 4, 1995 in the amount of \$122.50 and submitted for FEROPLEX CORPORATION has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations  
Attn: Melinda Lilliston  
P.O. Box 6327  
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call  
(904) 487-C900.

Sincerely,  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 295A00G40774

cc: Feropex Corporation  
10140 E. Calusa Dr.  
Miami, Florida 33186





FLORIDA DEPARTMENT OF STATE

Sandra L. Montano  
Secretary of State

October 3, 1995

Del Valle Health Care, Inc.  
425 E. 24th St., Suite No. 6  
Miami, FL 33013

SUBJECT: FEROPLEX CORPORATION  
Ref. Number: F95000060653

Debit Memo #: 60555-C

Due to your failure to respond to our previous letter advising you of the returned check #1020, the Articles of Incorporation for FEROPLEX CORPORATION have been cancelled and are considered not filed as of October 3, 1995.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 295A00044993

cc: Feropex Corp.  
10140 E. Calusa Dr.  
Miami, Florida 33186