# P95000061532

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LAZARUS CORPORATE (Requestor's Name)	INDUSTRIES, INC.	viii,	San
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890 S.W. 87 AVENUE			
MIAMI, FLORIDA 33		OFFICE USE ONLY	
(City, State, Zip) LOCAL REPRESENTATI			
(904)385-6715		EFFECTI	VE DATE
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NEW FILINGS	AMENDMENTS		
Profit	Amendment		•
NonProfit	Resignation of R.A., Office	r/Director	95 77 - 9
Limited Liability	Change of Registered Agen	t	
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Other	Merger		<u>=</u>
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OTHER FILINGS	REGISTRATION/ QUALIFICATION		हुत्। भ
Annual Report	Foreign	EFFECTIVE DATE	
Fictitious Name	Limited Partnership	8-2-95	. <del></del>
Name Reservation	Reinstatement	<u></u>	211
	Trademark		ALI ela

Other

CR2E031(10/92)

Examiner's Initials

## ARTICLES OF INCORPORATION 95 AMS - 9 TH 1: 1.7

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OF

#### SOUTHERN WARMUPS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

EFFECTIVE DATE

#### Name

The name of the corporation is SOUTHERN WARMUPS, INC.

#### Article II

#### Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing with the Department of State.

#### Article III

#### Nature of Business

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

#### Article IV

#### Capital Stock

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$10.00 per share.
- Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

#### Article V

#### Initial Registered Office and Agent

The street address of the Initial registered office of this corporation is 794 W. Sunset Strip Drive, Beverly Hills, Florida 34465 and the name of the initial registered agent of this corporation at that address is Soan Brogden. The mailing address of this corporation is 794 W. Sunset Strip Drive, Beverly Hills, Florida 34465.

#### Article VI

#### Directors

- (a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.
- (b) Initial Directors. The name and street address of the director of the corporation is:

Name

Street Address

Sean Brogden

794 W. Sunset Strip Drive Beverly Hills, Florida 34465

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.
- (d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

#### By-Laws

The initial By Laws of this corporation shall be adopted by the directors. By Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal by the director.

#### Article VIII

#### Incorporator

The name and address of the Incorporator is Wm. Bruce Harper, Jr., 1135 Ingraham Building, 25 S.E. Second Avenue, Miami, Florida 33131.

#### Article IX

#### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 2 day of 40505, 1995.

WM. BRUCE HARPER, JR.

STATE OF FLORIDA )

COUNTY OF DADE

The following instrument was acknowledged before me this Zuday of August, 1995 by the Incorporator, Wm. Bruce Harper, Jr., who is personally known to me.

Notary Public, State of Florida

My Commission Expident My Commission CC370141

Expires Jun. 05, 1998 Bonded by HAI 800-422-1555

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.001, Florida Statutes, the following is submitted:

SOUTHERN WARMUPS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 794 W. Sunset Strip Erive, Beverly Hills, Florida 34465, has named Scan Brogden, 794 W. Sunset Strip Drive, Beverly Hills, Florida 34465 its agent to accept service of process within Florida.

Incorporator:

WM BRUCE HARPER I

8-2-95

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Dated:

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.

SEAN BROGDEN

Dated: 7.14.95

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### PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR BEINSTAILMENT



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State

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FILED SUCRETARY OF STATE OPVISION OF CORPORATIONS

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DOCUMENT #

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SOUTHERN WARMUPS, INC.

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794 W SUNSET STRIP DR

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Name and Address of Current Registered Agent     Name					Namo 12	9. Name and Address of New Registered Agust  (2.0 GUE/) , CEA			
BROGDEN, SEAN 794 W SUNSET STRIP DR BEVERLY HILLS FL 34465			Street Address (P.O. Box Number is Not Acceptable) 427 172027 10 6-155 GOLFIDE 1 Suite, Apt. #, Etc.				We /		
							Code 23		
10 I, beind Signature d Registered	appointed the registered agent of the about	ove named corp	٠ ــ سـ		h and accept the	obligations of Se	Date SEP	r 20,	196.
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this near	that Lam, in officer or director of the rece elaterment, application, the reason for disc y the corporation have to on paid and the application is true, and assurate, and my s	a name of exclusion	du de lietori	on this for	m do not quality to	or an axemption i	chapter 607 or 617, F.S. ets af section 607 0401 c under section 119 07(3)(	I further certi ir 617 0401, I i) FS The ii	ly that when filing F.S., that all fees information indicated