

P95000061860

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

OFFICE USE ONLY

400001562974
-08/17/95--01016--011
****122.50 ****122.50

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

1. Murphy & Sons, Inc. 111
(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 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

53 AUG 10 PM 1:37

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ARTICLES OF INCORPORATION
OF
MIYACO U. S. A., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

FIRST: NAME.- The name of the corporation (hereinafter called the Corporation) is: MIYACO U. S. A., INC.

SECOND: ADDRESS.- The principal office of the corporation shall be located at: 11467 S. W. 110 Lane, Miami, Florida 33176 or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

THIRD: NATURE OF BUSINESS.- The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by its, are as follows:

(a) To engage in the business of importing, buying, selling and dealing at wholesale and retail of all type of merchandise, equipment, machinery, electrical and electronical machinery and parts of all kind and description whatsoever/ and to purchase and establish factories, agencies and depots for the manufacture, sale and distribution of said merchandise in the United States or elsewhere in the world.

(b) To export and import as principals, factors, agents or commission merchants, or merchants, in respect to buying, selling, trading or dealing with merchandise in all its forms; and in any kind of goods, wares and merchandise of every sort, kind or description.

(c) And, in general, to carry on any other business whatsoever in connection with the

foregoing or which is connected directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

(d) And, further, to borrow or raise money for any purposes of the corporation, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this corporation now owned or hereinafter acquired and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

FOURTH: CAPITAL STOCK.- The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is: ONE THOUSAND shares at TEN (\$10.00) dollars par value each COMMON STOCK.

FIFTH: INITIAL CAPITAL.- The amount of capital with which this corporation shall commence business is not less than: ONE THOUSAND (\$1,000.00) DOLLARS.

SIXTH: TERM OF EXISTENCE: The corporation is to have perpetual existence.

SEVENTH: DIRECTORS.- There shall be not less than two, nor more than ten directors of this corporation; provided, however, that the number of directors may be increased in any number now or hereafter authorized by law.

EIGHTH: INITIAL BOARD OF DIRECTORS AND OFFICERS.- The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

DIRECTORS

NAMES

Alex Rodriguez

Leonor Mezcuca

Jose A. Ortega

ADDRESSES

11467 S. W. 110 Lane
Miami, FL 33176

11467 S. W. 110 Lane
Miemi, FL 33176

200 Casuarina St.
Coral Gables, FL

The names and post office addresses of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified, are as follows:

NAMES		ADDRESSES
Alex Rodriguez	President	11467 S. W. 110 Lane Miami, FL. 33176
Leonor Mezcuca	Vice President	11467 S. W. 110 Lane Miami, FL 33176
Jose A. Ortega	Secretary and Treasurer	200 Casuarina St. Coral Gables, FL

NINTH: SUBSCRIBERS: The name and post office address of each subscriber to the Articles of Incorporation are:

Hilda H. de Cardenas
77Crandon Boulevard 5A
Key Biscayne, FL 33149

TENTH: BY-LAWS.- The By-Laws of this corporation may be created, amended, or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

ELEVENTH: ADDITIONAL OFFICERS.- This corporation shall have, in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of, its By-Laws.

TWELFTH: TERM OF OFFICE.- All officers, agents and factors shall be chosen in such manner, hold their offices for such term and have such powers and duties as may be

prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary, or an Assistant Secretary of the corporations.

THIRTEENTH: RIGHT OF INDEMNIFICATION: Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit, or proceedings, of whatever nature, to which he is or shall be made a party by reason of his being or having been a director of the corporation (whether or not he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

FOURTEENTH: AMENDMENTS.- These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by fifty-one (51 %) percent of the stock entitled to vote thereon.

We, the undersigned, being each and all the original subscribers to the capital stock for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby

declaring and certifying that the facts herein stated are true, and accordingly have hereunto
set our hands and seals this 9th day of August, 1995.


Hilda H. de Cardenas

STATE OF FLORIDA)
COUNTY OF DADE) SS.

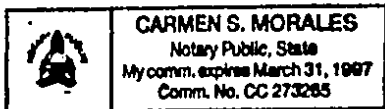
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to
administer oaths and take acknowledgments, personally appeared:

Hilda H. de Cardenas

to me well known to be the persons described as subscribers in and who executed the
foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, in
Florida, this 9th day of August, 1995.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED

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

FIRST: That MIYACO U. S. A., INC.
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 named Hilda H. de Cardenas
located at 77 Crandon Boulevard 5A. Key Biscayne, FL 33149
County of Dade, State of Florida, as its Agent to accept service of process within this
State.

ACKNOWLEDGMENT: (must be signed by designated Agent).

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.

Hilda H. de Cardenas
RESIDENT AGENT

55 AUG 10 PM 1:37
DEPT OF STATE
DIVISION OF CORPORATE
AFFAIRS

FILED

P95000061860

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

CHIEF CLERK
-09/08/95 - 01048 - 025
*****35.00 *****35.00

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

1. M/VACO U.S.A. INC.
(Corporation Name) (Document #)
2. None
(Corporation Name) (Document #)
3. Change
(Corporation Name) (Document #)
4. Renew
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP -8 PM 3:14

FILED

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<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

FILED
95 SEP -8 PM 3:12
RECEIVED
CLERK OF THE COURT
DADE COUNTY, FLORIDA

The name of this corporation for: MIYACO U.S.A., INC.
(document number 1950000061860).

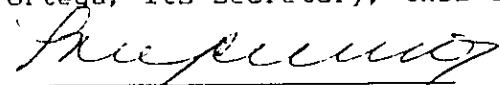
MIYACO U. S. A., INC., a corporation organized and existing
under the laws of the State of Florida, does hereby CERTIFY:

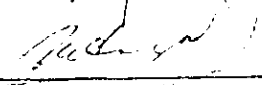
That at a joint meeting of the stockholders and the
Directors of MIYACO U. S. A., duly held and convened on
September 6, 1995, with the attendance of all the
holders of all the issued and outstanding stock entitled to
vote and all the Directors of the corporation, the following
resolution was unanimously adopted has not been rescinded and
is now in full force and effect:

"RESOLVED, that the Certificate of Incorporation of this
corporation be and it hereby is amended by changing its
Article "FIRST" to read as follows:

"FIRST: NAME.-The name of the corporation (hereinafter
called the Corporation) is: MIYAKO U. S. A., INC."

IN WITNESS WHEREOF, the said MIYACO U. S. A., has caused
its corporate seal to be hereunto affixed and this certificate
to be signed by Leonor Mezcuca, its Vice-President and Jose A.
Ortega, its Secretary, this 6th day of September, 1995.


Vice-President


Secretary

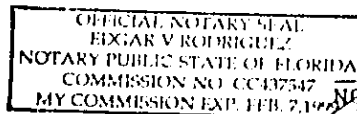
STATE OF FLORIDA)
COUNTY OF DADE) SS.

I HEREBY CERTIFY that on this 6th day of September,

Certificate of Amendment
MIYACO U. S. A., INC.
Page No. 2

1995, personally appeared Leonor Mezcuu and June A. Ortega, Vice-President and Secretary, respectively, of MIYACO U. S. A., INC., a corporation existing under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and severally acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, in the County of Dade and State of Florida the day and year last aforesaid.



Edgar V. Rodriguez

NOTARY PUBLIC