

P95000068274

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

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

1. MORTGAGE INVESTORS OF AMERICA, INC.
(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

791 039 111
W95-17685

Examin. 's Initials CH

09/13/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1995

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: MORTGAGE INVESTORS OF AMERICA, INC.
Ref. Number: W95000017685

We have received your document for MORTGAGE INVESTORS OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 895A00040829

FILED
SECRETARY OF STATE
CORPORATIONS
95 SEP -5 PM 3:02

August 29th, 1995

Secretary of State
Tallahassee, Florida

Re: Incorporation of
MORTGAGE INVESTORS
OF AMERICA, INC.

Gentlemen:

Enclosed please find original and copy of proposed Articles of
Incorporation of the above captioned corporation.

Also we are sending our check in the sum of \$122.50
representing.

a)	Filing Fee	\$35.00
b)	Certified Copy	\$52.50
c)	Resident Agent	\$35.00

I will appreciate your providing us with a certified copy of
the Articles of Incorporation.

Very truly yours,


Luis A. Figueroa.

FILED
IN THE STATE
OF FLORIDA

93072-5 PM 3:02

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation is

MORTGAGE INVESTORS OF AMERICA, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of
this corporation is Principal
815 Ponce de Leon Blvd., S.200 Coral Gables,
Fl. 33134

and the name of the Initial Registered Agent of this corporation at
the address is MANUEL R. SARMIENTO

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially one
Directors. The number of Directors may be either increased or
decreased from time to time by the bylaws, but shall never be less
than one. The name(s) and address(es) of the initial
Director(s) of this corporation is (are):

MANUEL R. SARMIENTO

815 Ponce de Leon Blvd., S.200

Coral Gables, Fl. 33134

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal ny By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN
APPROVAL OF SHAREHOLDERS REQUIRED
FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN
DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority Board of the Directors present and voting, shall be the act of the Board of Directors.

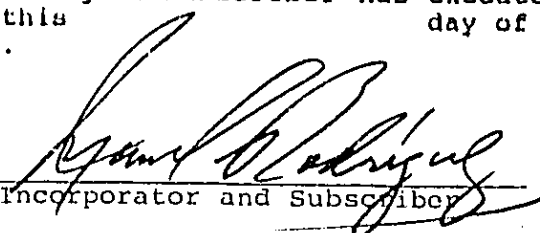
ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE THIRTEEN
AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporation this _____ day of
August, 1995.

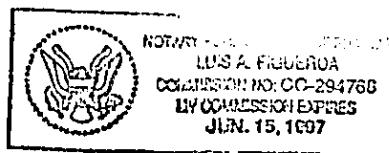

Incorporator and Subscriber

Manuel R. Sarmiento
815 Ponce de Leon Blvd, S.200
Coral Gables, Fl. 33134

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
28th day of August 1995 by MANUEL R. SARMIENTO
who is personally known to me or who has produced
_____ as identification and who
did (did not) take an oath).


NOTARY PUBLIC



FILED
CLERK OF STATE
CORPORATIONS
95 SEP -5 PM 3:02

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 MORTGAGE INVESTORS OF AMERICA, 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 Coral Gables, County of DADE, State of Florida, has named MANUEL R. SARMIENTO located at CORAL GABLES City of DADE, County of _____, 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.

By: _____

(Resident Agent)

MANUEL R. SARMIENTO