

P96000004142

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

RECEIVED
-01/12/96-01005-024
****122.50 ****122.50

OFFICE USE ONLY

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

1. GOLDEN SHELL CORP.
(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

RECEIVED
95 JAN 12 PM 12:13
DIVISION OF CORPORATION

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

g
8/12/96

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

26 JAN 12 PM 2:46

Gordon Smith, Corp

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation shall be

Gordon Smith, Corp

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

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

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of --500-- shares of Common Stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his principal office is GEORVANY ALTAMIRANO
4631 DUNHILL DRIVE
MIRAMAR, FL 33025

ARTICLE VI

DIRECTORS

1. The corporation shall have at least one director but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than one.

2. The corporation shall initially have one

director(s). The name and address of the initial director (s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1- RUBEN A. CHAVEZ FIDELITY Lic. 8120-224-63-414-0	9631 JUNNILL DR. MIRAMAR FL 33025 39 1/2%
2- JULIAN GONZALEZ DE LA GUARDIA LANDA VENEZUELAN PASSPORT 168489	9631 JUNNILL DR. MIRAMAR FL 33025 39 1/2%
3- GEOVANY ALTAMIRANO FIDELITY Lic. 8435-280-70-249-0	9631 JUNNILL DR. MIRAMAR FL 33025 39 1/2% 9631 JUNNILL DR. MIRAMAR FL 33025

ARTICLE VII

INITIAL OFFICERS

The names of the initial officers of the corporation, who shall hold office until the first meeting of directors or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

RUBEN A. CHAVEZ - President / ~~Treasurer~~
 JULIAN GONZALEZ - Vice President
 DE LA GUARDIA LANDA
 GEOVANY ALTAMIRANO - Secretary - TREASURER

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator(s) of these Articles of Incorporation is as follows:

GEOVANY ALTAMIRANO
 9631 JUNNILL DR
 MIRAMAR, FL 33025

ARTICLE IX

ADDITIONAL PROVISIONS

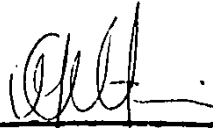
The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.
4. This corporation shall indemnify any officer,

counsel or Director, and any former officer, counsel or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has (have) made and subscribed these Articles of Incorporation at MIAMI, Florida for the uses and purposes aforesaid, this 10th day of January, 1996



Incorporator

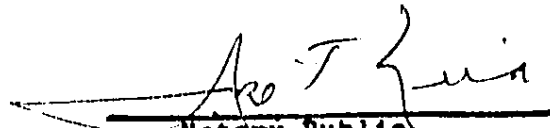
STATE OF FLORIDA
COUNTY OF DADE

GEOVANY ALTAMIRANO
FL. ID. Lic. A435-380-70-249-0

BEFORE ME , the undersigned authority, personally appeared Geovany Altamirano to me well known to be the person

described in and who subscribed the above and foregoing (or attached) Articles of Incorporation; and ~~HE~~ freely and voluntarily acknowledged before me according to law that made and subscribed the same for the uses and purposes therein mentioned, and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, this 10th day of JANUARY, 1996.



Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

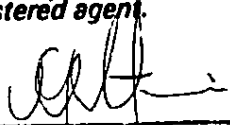
1. The name of the corporation is: GOLDEN SHELL, Corp.

2. The name and address of the registered agent and office is:

GEOVANY ALTAMIRANO
(Name)
9631 DONHILL DRIVE
(P.O. Box not acceptable)
MIKAMAR FL 33025
(City/State/Zip)

FILED
STATE
SECRETARY OF CORPORATIONS
95 JUN 12 PM 2:46

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Geovany ALTAMIRANO

P9600000 4/42

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

01/23/96 01000 007
***** 00.00 ***** 05.00

Office Use Only

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

1. Golden Shell, Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 JAN 24 PM 1:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ☒ Walk in ☒ Pick up time 5:00
☐ Mail out ☐ Will wait ☐ Photocopy

- ☐ Certified Copy ☐ Certificate of Status

RECEIVED
96 JAN 23 PM 11:14
DIVISION OF CERTIFICATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment
1/24/96

Examiner's Initials DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JAN 24 AM 10:50
DIVISION OF CORPORATIONS

January 23, 1996

LAZARUS

SUBJECT: GOLDEN SHELL, CORP
Ref. Number: P96000004142

We have received your document for GOLDEN SHELL, CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 396A00002948

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GOLDEN SHELL, CORP

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The registered agent of this corporation and her principal office is Adiola Chaves, SS # 112-44-7317, F1 State Id. #120-00-38-919-7, 9631 Dunhill Drive, Miramar, Fl. 33025

**ARTICLE VI
DIRECTORS**

The corporation shall have at least two director but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than two.

The corporation shall have three directors. The name and address of directors are as follows:

Ruben D. Chaves	9631 Dunhill Dr. Miramar ,Fl.
Julian Gonzalez de Langarica	9631 Dunhill Dr., Miramar, Fl.
Adiola Chaves	9631 Dunhill Dr., Miramar, Fl.

**ARTICLE VII
OFFICERS OF THE CORPORATION**

Ruben Chaves	President
Julian Gonzalez de Langarica	Vice-President
Adiola Chaves	Secretary-Treasurer

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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96 JAN 24 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: January 17, 1996

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of January, 1996

Signature *Ruben D. Chaves*

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Ruben D. Chaves

Typed or printed name

President

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Rubén D. Chaves

January 17th, 1996

DATE