

P96000005521

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

11/10/01 11:23:21 PM  
-01718295-01003-029  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. R.D. QUALITY, 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

RECEIVED  
96 JAN 18 AM 11:26  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

R.D. QUALITY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:09

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ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

R.D. QUALITY, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is initially authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of \$5.00 (five dollars). The Board of Directors shall set forth the relative rights of the common stock. The Board of Directors shall also have the authority, as provided by its Bylaws adopted by the stockholders, to increase or decrease both the relative rights of the stock as well as the maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time.

ARTICLE IV. PREEMPTIVE RIGHTS GRANTED.

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing on the date of incorporation pursuant to the laws of the State of Florida.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

SERGIO A. PAGLIERY, P.A.  
8788 S.W. 8 STREET  
MIAMI, FLORIDA 33174

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and may further change the Registered Agent.

ARTICLE VII. BOARD OF DIRECTORS.

The corporation is to be managed by a board of directors. This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by its Bylaws adopted by the stockholders, but shall never be less than one.

The name and address of the initial Director is:

RICARDO MIRANDA  
2303 N.W. 2 AVENUE  
MIAMI, FL 33127

The initial director shall hold office until the successor(s) is/are elected and qualify as provided in the Bylaws. Thereafter the term of office of each director shall be as stated in the duly adopted Bylaws and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a Bylaw duly adopted by the shareholders.

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS.

The initial principal place of business of this Corporation is:

R.D. QUALITY, INC.  
2303 N.W. 2 AVENUE  
MIAMI, FLORIDA 33127

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

SERGIO A. PAGLIERY, Esq.

8788 S.W. 8 Street  
MIAMI, FL 33174

ARTICLE X. INDEMNIFICATION.

The Corporation shall indemnify any incorporator, officer or director to the full extent permitted by the laws of the State of Florida.

ARTICLE XI. REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER  
PREINCORPORATION EXPENSES.

The corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the corporation. The director of this corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII. BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 180 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of not less than two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XIII. AMENDMENT.

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

ARTICLE XIV. DISSOLUTION.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation,

be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

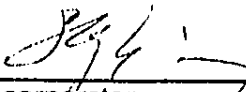
ARTICLE XV. OFFICERS.

The Officers of the Corporation shall initially be as follows:

PRESIDENT	RICARDO MIRANDA
VICE-PRESIDENT	JOSE DURAN AVILA
TREASURER	RICARDO MIRANDA
SECRETARY	JOSE DURAN AVILA

The initial officers shall serve until a successor is named pursuant to the duly adopted Bylaws of the Corporation.

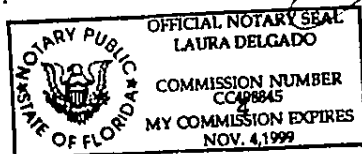
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 16<sup>th</sup> day of January, 1996.


  
\_\_\_\_\_  
Incorporator  
SERGIO A. PAGLIERI, Esq.  
8788 S.W. 8 Street  
MIAMI, FL 33174

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared SERGIO A. PAGLIERI, Esq., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 16<sup>th</sup> day of January, 1996.

My Commission Expires:



  
\_\_\_\_\_  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 18 PM 2:09

**CERTIFICATION 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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

R.D. QUALITY, INC.  
( NAME OF CORPORATION )

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY  
OF MIAMI, STATE OF FLORIDA  
( CITY ) ( STATE )

HAS NAMED SERGIO A. PAGLIERY, P.A., LOCATED AT  
( NAME OF REGISTERED AGENT )

8788 S.W. 8 STREET, MIAMI, FLORIDA 33174  
( STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE )

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVESTATED 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.

SIGNATURE: 

SERGIO A. PAGLIERY, ESQ.  
SERGIO A. PAGLIERY, P.A.  
Registered Agent

DATE: January 16, 1996