

P96000006948

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

500001695645
01/23/96 01050-009
***122.50 ***122.50

Office Use Only

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

1. Universal Investing & Trading 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

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 JUN 23 AM 11:17
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

OF

UNIVERSAL INVESTING & TRADING COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 23 PM 2:00

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be UNIVERSAL INVESTING & TRADING COMPANY.

ARTICLE II - PURPOSE

The nature of the business to be transacted by this corporation shall be to engage in every lawful business in the State of Florida and elsewhere, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

ARTICLE III - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - OFFICE

The mailing address of this corporation shall be Universal Investing & Trading Company, c/o Gary A. Appel, 2655 LeJeune Road, Suite 906, Coral Gables, FL 33134.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The

consideration may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2655 LeJeune Road, Suite 906, Coral Gables, FL 33134, and the name of the initial registered agent of this corporation at that address is Mr. Gary A. Appel.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Gary A. Appel	2655 LeJeune Road, Suite 906 Coral Gables, FL 33134

ARTICLE VIII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX- CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications.

ARTICLE X - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

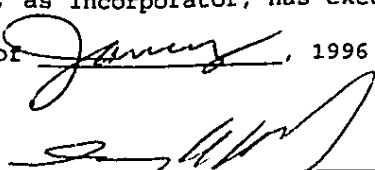
Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, registered agent or incorporator of this corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification shall include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 19 day of January, 1996.



Gary A. Appel, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

S.S.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary A. Appel, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

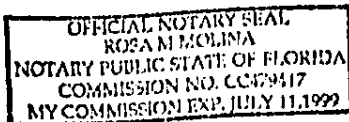
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19 day of January, 1996.



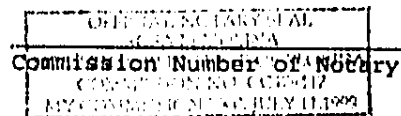
Notary Public, State of Florida At Large

Rosa Molina
Written name of Notary

A146281-62-150-0
My Commission Expires: Gary Appel



1730 NW 63 Ave
Address of Notary
Mc Ann, FL 33014

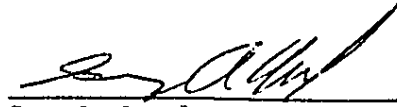


ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted in compliance with said Act:

UNIVERSAL INVESTING & TRADING COMPANY, desiring to organize under the laws of the State of Florida, with its mailing address as indicated in the Articles of Incorporation in the City of Coral Gables, County of Dade, State of Florida, had named Gary A. Appel, who is located at 2655 LeJeune Road, Suite 906, Coral Gables, Florida, County of Dade, State of Florida, as its agent to accept service of process within this State.

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.



Gary A. Appel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 23 PM 2:00