

P96000009962

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

Office Use Only

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

1. LORRAINE ATHLETIC FORCE 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

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

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95 JAN 31 PM 3:11
DIVISION OF CORPORATION

FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

26 JUN 21 AM 9:50

**CERTIFICATE OF INCORPORATION
OF
LORRAINE ATHLETIC FORCE INC.**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be **LORRAINE ATHLETIC FORCE INC.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and manufacture, buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 4410 West 16 Avenue Hialeah, Florida 33012 but the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The names and addresses of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follow:

Jesus Santana
President
4410 West 16 Avenue
Hialeah, Florida 33012

Maria M. Santana
Vice-President/Treasurer
4410 West 16 Avenue
Hialeah, Florida 33012

Lorena Patricia Sanchez
Secretary
4410 West 16 Ave
Hialeah, Florida 33012

ARTICLE IX, STOCK:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscriber to the capital stock and the number of the shares subscribed for are as follows:

Jesus Santana
4410 West 16 Avenue
Hialeah, Florida 33012
37.50 Shares at \$ 1.00 per
share = \$ 37.50

Maria M. Santana
4410 West 16 Avenue
Hialeah, Florida 33012
37.50 Shares at \$ 1.00 per
share = \$ 37.50

Lorena Patricia Sanchez
4410 West 16 Avenue
Hialeah, Florida 33012
25.00 Shares at \$ 1.00 per
share = \$ 25.00

ARTICLE X, OFFICERS:

The names and mailing addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Jesus Santana
President
4410 West 16 Avenue
Hialeah, Florida 33012

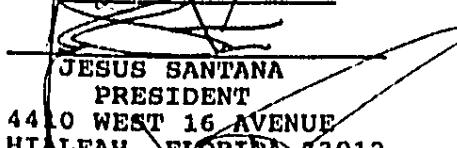
Maria M. Santana
Vice-President/Treasurer
4410 West 16 Avenue
Hialeah, Florida 33012

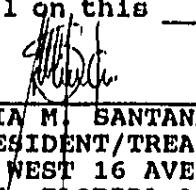
Lorena Patricia Sanchez
Secretary
4410 West 16 Avenue
Hialeah, Florida 33012

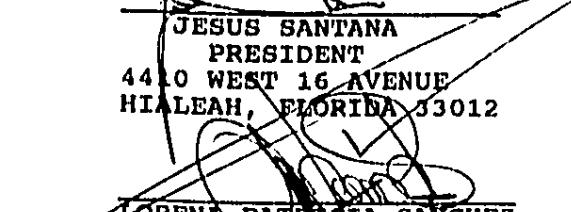
ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

I, the undersigned, being the original subscriber to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, to make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 30 day of January 1996.


JESUS SANTANA
PRESIDENT
4410 WEST 16 AVENUE
HIALEAH, FLORIDA 33012

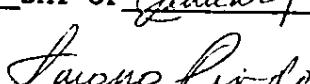

MARIA M. SANTANA
VICE-PRESIDENT/TREASURER
4410 WEST 16 AVENUE
HIALEAH, FLORIDA 33012


LORENA PATRICIA SANCHEZ
SECRETARY
4410 WEST 16 AVENUE
HIALEAH, FLORIDA 33012

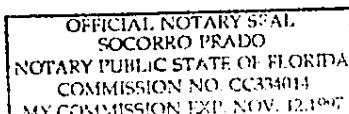
STATE OF FLORIDA)
)ss
COUNTY OF DADE)

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgement, personally appeared Jesus Santana, Maria M. Santana and Lorena Patricia Sanchez to me well known to be the persons described as subscribers in and who executes the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 30 DAY OF January 1996.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



11-39
CITY OF NEW YORK
1921-1922

96 JOURNAL OF CLIMATE

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

In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the following is submitted, in the compliance with said act:

FIRST: LORRAINE ATHLETIC FORCE INC.
desiring to organized under the Laws of
the State of Florida, with the principal
office, as indicated in the Articles of
Incorporation, at the City of Miami
County of Dade, State of Florida, has named
Maria M. Santana located at 4410 West 16
Avenue Hialeah, Florida 33013 its agent to
accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept services 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 provisions of said act relative to keeping open said office. *h h h*

MARIA M. SANTANA
REGISTERED AGENT

P96000009962

LAZARUS CORPORATE INVESTIGATIONS, 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

FILED
MAY 14, 1997
TALLAHASSEE, FLORIDA
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. LORRAINE ATHLETIC FORCE INC. (Corporation Name) (Document #) Amara

2. _____ (Corporation Name) (Document #)

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3. _____ (Corporation Name) (Document #)

3550

4. _____ (Corporation Name) (Document #)

Walk in

Pick up time 2:00

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Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

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<input type="checkbox"/>	Other

RECEIVED
97 MAY 14 AM 10:55
TALLAHASSEE, FLORIDA
DIVISION OF SECRETARIAL STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
LORRAINE ATHLETIC FORCE INC**

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

FIRST: Amendment(s) adopted:

SHALL CONSIST OF:

**ARTICLE VIII DIRECTORS, ARTICLE IX SUBSCRIBERS AND ARTICLE X
OFFICERS SHALL BE AS FOLLOWS:**

**JESUS SANTANA
President/Treasurer
4410 West 16th Avenue
Hialeah, Fl 33012**

**MARIA M. SANTANA
Vice-President/Secretary
4410 West 16th Avenue
Hialeah, Fl 33012**

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 mentioned above:

97 MAY 14 PM 1:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: April 30th, 1997

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

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

X

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)

Signed this 30th day of April 1997.

LORRAINE ATHLETIC FORCE INC

(Corporation Name)

By

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

(A director or incorporator of adopted by the directors or incorporators)

Jesus Santana

(Typed or print name)

PRESIDENT

(Title)