

P960000/3079

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. R B M MERCHANDISING CORP.
(Corporation Name) (Document #) 900001712219
-02/12/96--01033--024
****122.50 ****122.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:08

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

RECEIVED
96 FEB 12 AM 11:12
DIVISION OF CORPORATION

g/2/12/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 12 PM 2:06

CERTIFICATE OF INCORPORATION

OF

R and M MERCHANDISING CORP.

I (We) the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

*****ARTICLE ONE*****

The name of the corporation shall be:
R and M MERCHANDISING CORP.
*****ARTICLE TWO*****

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

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*****ARTICLE THREE*****

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall Five Hundred (500) Shares of Stock which shall be common stock of a par value of One (\$1.00) Dollars per share, All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof.

*****ARTICLE FOUR*****

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars

*****ARTICLE FIVE*****

This corporation shall have perpetual existence.

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*****ARTICLE SIX*****

The principal office of the corporation shall be located

at:

9937 N.W. 9TH ST. CIRCLE, UNIT 4
MIAMI, FL., 33172

Other office for the transaction of business may be located wherever the Directors may deem necessary or expedient.

*****ARTICLE SEVEN*****

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

*****ARTICLE EIGHT*****

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS:

Name	Address
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OFFICERS	NAME	ADDRESS
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PRESIDENT:	RODNEY W. JACKMAN	9937 N.W. 9TH ST. CIRCLE, UNIT 4 MIAMI, FL., 33172
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SECRETARY:	MIREYA JACKMAN	9937 N.W. 9TH ST. CIRCLE, UNIT 4 MIAMI, FL., 33172
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TREASURER:	MIREYA JACKMAN	9937 N.W. 9TH ST. CIRCLE, UNIT 4 MIAMI, FL., 33172
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*****ARTICLE NINE*****

The name and post office address of each of the subscribers to this certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
RODNEY W. JACKMAN	9937 N.W. 9TH ST. CIRCLE, UNIT 4 MIAMI, FL., 33172	250
MIREYA JACKMAN	9937 N.W. 9TH ST. CIRCLE, UNIT 4 MIAMI, FL., 33172	250

SUBSCRIBER: RODNEY W. JACKMAN

Rodney W. Jackman

SUBSCRIBER: MIREYA JACKMAN

Mireya Jackman

*****ARTICLE TEN*****

This corporation shall have full power to carry on and transact each of all of the businesses enumerated in Article Two of the Certificate; and shall have all the general and additional powers now and hereafter conferred upon it by law.

*****ARTICLE ELEVEN*****

This corporation shall have the power to issued the whole or any part determined by the Board of directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

*****ARTICLE TWELVE*****

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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*****ARTICLE THIRTEEN*****

The corporation does hereby designate the following
address as its registered office:

9937 N.W. 9TH ST. CIRCLE, UNIT 4
MIAMI, FL., 33172

The corporation does hereby designate:

RODNEY W. JACKMAN

AS ITS REGISTERED AGENT.

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STATE OF FLORIDA)

vs.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly
authorized to administer oaths and take acknowledgments,
personally appeared:

RODNEY W. JACKMAN

who, after being by me first duly sworn, executed the
foregoing Certificate of Incorporation, freely and
voluntarily for the purpose therein, expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Miami, said county and State,)

Notary Public, State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 12 PM 2:06

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

In pursuance of Chapter 48.091,
Florida Statutes, the following is submitted, in compliance
with said act:

RODNEY W. JACKMAN

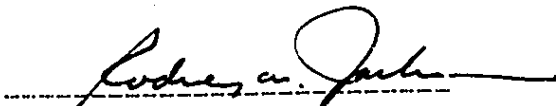
desiring to organize under the Laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation at:

CITY OF MIAMI, COUNTY OF DADE
STATE OF FLORIDA, AS NAMED AS: R and M MERCHANDISING CORP.
LOCATED AT: 9937 N.W. 9TH ST. CIRCLE, UNIT 4, MIAMI, FL., 33172, CITY OF MIAMI,
COUNTY OF DADE.

State of Florida as its agent to accept service of process
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.


(Registered Agent)