

P960000/3095

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

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-02/12/96--01033--021  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. M. H. I. MEMORY HOUSE 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 FEB 12 AM 11:12  
DIVISION OF CORPORATION

Examiner's Initials

gf  
2/12/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 FEB 12 PM 2:05

ARTICLE I = NAME

The name of the corporation shall be M.H.I. MEMORY HOUSE INC.

ARTICLE II = PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7311 NW 12th St., # 3 Miami, Fl, 33126.

ARTICLE III = PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV = STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 share at \$1.00 each par value common stocks.

ARTICLE V = RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

JANILDO D. DA SILVA \_\_\_\_\_ President \_\_\_\_\_ 500 \_\_\_\_\_ shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be

further specified by written agreement among all the shareholders and this corporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ~~one~~ director initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The name and street address of the initial director of this corporation is:

JANILDO D. DA SILVA \_\_\_\_\_ 7311 NW 12th St., # 3  
Miami, Fl., 33126.

#### ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of

directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE X = CALLING OF SPECIAL MEETING**

Special meetings of the shareholders may be called by the Board of Directors.

**ARTICLE XI = BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XII = AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII = RIGHT UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE XIV = INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is:

JANILDO D. DA SILVA \_\_\_\_\_ 7311 NW 12th St. # 3  
Miami, Fl., 33126.

The undersigned subscriber has executed these Articles of Incorporation this February 6, 1936.

Signature *Janildo D. da Silva* Director

Third page


**ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is JANILDO D. DA SILVA.

The street address of the initial registered agent of this corporation is: 7311 NW 12th St. # 3, MIAMI FL., 33126.

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of section 607.325 of Florida statutes.

Agent Sign



Date, February 6, 1996.

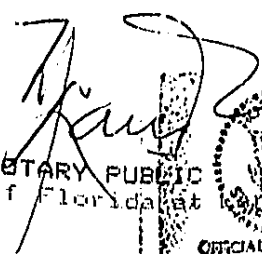
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

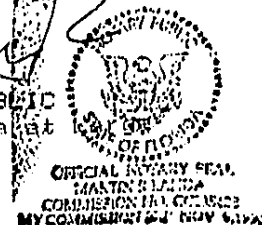
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S T A T E O F F L O R I D A  
C O U N T Y O F D A D E

BEFORE ME, an officer duly authorized in the State of  
aforesaid and in the County aforesaid, to  
take acknowledgements, personally appeared  
JANILDO D. DA SILVA to me known to be the  
person described in and who executed the  
same for the purposes therein expressed.

WITNESS my hand and official seal in the County and  
State last aforesaid on this February 6, 1996.

  
NOTARY PUBLIC  
State of Florida at



My commission expires:

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LAW OFFICES  
VILA & PADRON, P.A.  
338 MINORCA AVENUE  
CORAL GABLES, FLORIDA 33134

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\*\*\*\*\*70.00 \*\*\*\*\*35.00

Office Use Only

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FILE  
97 MAR 10 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 3/11

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MHI MEMORY HOUSE, INC.**

FILED  
MARCH 10 1997  
CLERK OF COURT  
JANILDO O. DA SILVA

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

**FIRST:** Amendment(s) adopted:  
Change Corporate Name to:

**MHI CARGO, INC.**

**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:

**THIRD:** The date of each amendment's adoption: March 5, 1997.

**FOURTH:** Adoption of Amendment(s)

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

☒ 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 \_\_\_\_\_.

Signed this 5<sup>th</sup> day of March, 1997.

Prepared by:  
Oscar J. Vila, III, Esq. (Fla. Bar #899976)  
Vila & Padron, P.A.  
338 Minorca Ave.  
Coral Gables, FL 33134

Signature

  
Janildo O. DaSilva, President