

P900000/3451

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

000001713820

-02/13/96--01101--009

****122.50 ****122.50

Office Use Only

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

1. AEC TRADING CORPORATION 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 13 AM 11:45
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 13 PM 12:27

Articles of Incorporation

A E C TRADING CORPORATION

THIS IS TO CERTIFY that we, the undersigned, hereby association ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I CORPORATE NAME

The name of this corporation is: A E C TRADING CORPORATION

ARTICLE II NATURE OF BUSINESS

The general nature of the business, projects and purposes proposed to be transacted and carried on, are to do and all of the things herein mentioned, fully and to be the same extent as a natural person might or could, do, viz.:

(a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection therewith.

(b) To engage in and carry on any business or businesses and every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to engage in and carry on said business or businesses in Florida or any other State in the United States or in any foreign country.

(c) To do any and all things necessary, suitable, useful, proper or admissible to the accomplishments of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

(d) That the main business of the corporation is as follows:

General business transactions, including but not limited to, consulting in expo sales, wholesales and financial transactions.

ARTICLE III
CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be

500 shares at \$1.00 per value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be \$500.00.

ARTICLE V
CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved, according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

14401 S.W. 88st. Suite N-109
Miami, Florida 33186

with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or on foreign countries.

ARTICLE VII
BOARD OF DIRECTORS AND OFFICIALS

The names and post office addresses of the members of the first Board of Directors of this corporation, the President, Vice President, Secretary and Treasurer (the offices of Secretary and Treasurer may be combined to be held by one person as Secretary-Treasurer), who, subject to the provisions of these Articles of Incorporation and the by-laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Enrique Chaves Garcia	President	
Carlos Bain	Vice-President, Secretary, and Treasurer	14401 S.W. 88st Suite N-109 Miami, Florida 33186

ARTICLE VIII
NAMES AND POST OFFICE ADDRESSES OF
SUBSCRIBES AND AMOUNT PAID PER SHARE

<u>NAMES</u>	<u>ADDRESSES</u>	<u>No. SHARES</u>	<u>PAID</u>
Enrique Chaves Garcia	14401 S.W. 88st. Suite N-109	250	\$250.00
Carlos Bain	Miami, Fl. 33186	250	\$250.00

ARTICLES IX
SPECIAL CHAPTER PROVISIONS

The number of Directors of the Corporation, who need not be stockholders, may not be less than one (1) and may be increased by-law. In case of vacancy in the Board of Directors, throughout death, resignation, disqualification or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors then in office.

In furtherance and not in limitations of the powers conferred by Statute, the Board of Directors is expressly authorized:

{a} Subject to the by-laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.

{b} If the By-Laws so provide, to designate by resolution two (2) more of their number to constitute an Executive Committee, which shall have and may exercise any or all of the powers of the Board of Directors in the management of the business affairs and property of the corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

{c} From time to time, to determine whether and to what intent and at what time and place and under what conditions and regulations the accurate accounts and books of the corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have right of inspecting any account, book or document of the corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or directors.

{d} The corporation may at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporations or corporations or for such other transactions as its Board of Directors may deem expedient and for the best interests of the corporation when and if authorized by the affirmative vote of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding given at Stockholders' meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

(e) Both Stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, and within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Directors or Director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increased issue of stock, the stockholders shall have the pro rata preferential right to subscribe therefore at such price and on such terms as the Board of Directors may, in each instance, fix.

(h) None of the Stockholder's shares can be sold, pledged, or encumbered by any of the individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the par marked value by giving the other Stockholders written notice of his intent to sell, after which notice, the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the even of acceptance, a closing date and place shall be fixed within the (10) days after acceptance for the transfer of the selling Stockholder's and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens encumbrances or restrictions.

Nothing herein contained shall restrict the free transfer of the shares of stock of any shareholders to and from their respective spouses.

ARTICLE X

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are by law, subject to this reservation.

ARTICLE XI

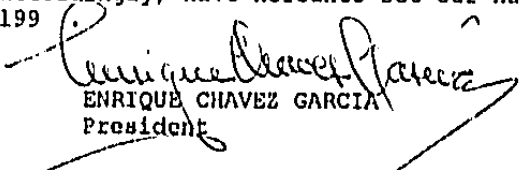
REGISTERED OFFICE AND REGISTERED AGENT
This Corporation designates as Registered Office:

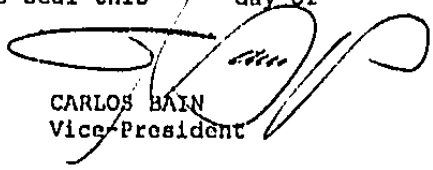
14401 S.W. 88 St. Suite N-109
Miami, Florida 33186

This Corporation designates as Registered Agent:

CARLOS BAIN

IN WITNESS WHEREOF, we, the undersigned, being all of the original subscribers to the capital stock herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida and the United States, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true; and do respectively agree to take the number of shares of stock herein before set forth, and accordingly, have hereunto set our hands seal this day of 199


ENRIQUE CHAVEZ GARCIA
President


CARLOS BAIN
Vice-President

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oath, personally appeared:

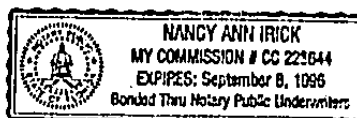
ENRIQUE CHAVEZ GARCIA and CARLOS BAIN

each of whom to me is well known, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and each of them acknowledged before me, according to Florida law, they made and subscribed the same for the use and purposes therein expressed and set forth.

WITNESS MY HAND AND OFFICIAL SEAL at Miami, Dade County, Florida, this 12th day of February 1996.

NOTARY PUBLIC
state of Florida -At-Large


My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THE 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:

FIRST, That AEC TRADING CORPORATION
desiring to organize under the laws of the State of Florida, with its
principal office, as indicated in the articles of incorporation at the
City of Miami, County of Dade, State of Florida, has named

CARLOS BAIN, located at 14401 SW 80 St, Suite N-109
Miami, Florida 33186

in the County of Dade, at its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

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 PROVISIONS
OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

By:


CARLOS BAIN
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 13 PM 12:21