

P96000017015

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

50000172307'S  
-02/23/96--01005--012  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. ROBERTLY 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 23 14 11:57  
DIVISION OF REGISTRATION

gn 2/23/96

TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 23 PM 3:00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ROBERLY INC  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: Vicente E. Botta  
Name  
334 W 74th PL  
Address  
Mialeah, FL 33014  
City, State, & Zip  
( 305 ) 556-4330  
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

1

ARTICLES OF INCORPORATION

OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 23 PM 3:00

ARTICLE I

The name of this corporation shall be: ROBERLY INC

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue

( 100 ) shares of \$1.00 (ONE DOLLAR)-----par value of  
common stock, which shall be designated "common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this corporation is:

2373 W 74TH ST SUITE #102

HIALEAH.-FL 33016

and the name of the initial Registered Agent of this corporation is:

ROBERTO GIL

ARTICLES VII-INITIAL BOARD  
OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE.

The name (s) and address (es) of the initial director (s) of the Corporation is (are):

PRESIDENT LILIAN GIL

2373 W 74TH ST #102

HIALEAH.-FL 33016

VICE PRESIDENT ROBERTO GIL

2373 W 74TH ST #102

HIALEAH.-FL 33016

## ARTICLE VIII

1.- The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaw adopted by the directors. The directors may not alter, amend or repeal any bylaws adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2.- Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be deemed to have received proper notice of such meetings unless he shall make objection at such meeting to any defect or insufficiency of notice.

3.- Each director and officer of the corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonable incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be a party by reason of his being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

4.- A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a or any corporation of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the outstanding shares of the stock in the corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, of through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM SERVICE OF  
PROCESS MAY BE MADE

In compliance with section 607.034 of the Florida Statutes, the  
following is submitted:

Desiring to organize or qualify under the laws of the state of Florida with  
its principal place of business in the City of HIACLEAH  
County of DADE Florida, has named: ROBERTO GIL

as its Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above mentioned  
Corporation, at place designated in this Certificate, I here by agree to  
act in this capacity, and further agree to comply with the provisions of  
all the Statutes relative to the proper and complete performance of my  
duties.

Dated this 20 day of FEBRAURY 1996.

Roberto Gil  
RESIDENT AND REGISTER AGENT  
ROBERTO GIL.-

ARTICLE IX

The name (s) and Address (s) of the person (s) signing these articles is

(are):            PRESIDENT            LILIAN GIL  
2373 W 74TH ST #102  
HIALEAH.-FL 33016

VICE PRESIDENT            ROBERTO GIL  
2373 W 74TH ST #102  
HIALEAH.-FL 33016

IN WITNESS WHEREOF, the undersigned subscriber (s) has have executed these articles of incorporation this 20 day of FEBRUARY, 1996

Lilian Gil  
LILIAN GIL.- PRESIDENT

Roberto Gil  
ROBERTO GIL.-VICEPRESIDENT

56 FEB 22 01 5:03