

0910000019695

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):

SPECTRA INTERNATIONAL CORPORATION

1. GENERAL NATURE OF BUSINESS  
(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

300001731303  
-03/04/96--01106--002  
\*\*\*\*122.50 \*\*\*\*122.50

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  
03/04/96  
08/31/96

96 MAR -1 PM 3:15

## **Articles of Incorporation**

We, the undersigned, all of whom are of legal age, do hereby associated ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of the corporation.

### **Article I** **Corporate Name**

The name of the corporation shall be: **Spectra International Corporation**

### **Article II** **General Nature of Business**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the extent as natural might or could do and, in addition thereto, engage in any activity or business permitted under the laws of the State of Florida, for example:

- A) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character, whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.
- B) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- C) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers, and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and any other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.
- D) To acquire, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.
- E) To borrow money and contract debts when necessary in the purchase or acquisition of real, [personal and intangible property, business rights or franchises, or for additional working capital,

or for any other object in or about its business or affairs and without the limit as to the amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

F) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

G) To conduct business an operations and to have one or more offices hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

H) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or return to account upon realize as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases, options, certificates of interest, participation certificates, evidencing shares or interest in common share trust estates or associations, certificates of trust or beneficial interest in trust, mortgages contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial, mercantile, manufacturing and industrial enterprises and operations.

I) To engage in and carry on any advertising business in connection with property of any nature, owned, leased ,or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishments of any purpose of the corporation.

J) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### **Article III**

#### **Capital Stock**

The capital stock of this corporation shall be one hundred (100) shares, non par value common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to

dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

The shares shall be divided as follows:

<u>Name</u>	<u>Number of Shares</u>
Angel F. Ferraris	50 shares
Juan I. Romero	25 shares
Horacio G. Delgado	25 shares

All of said stock shall be payable in cash, equipment, real or personal property, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### **Article IV**

#### **Capital to Begin Business**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

#### **Article V**

#### **Corporate Existence**

This corporation shall exist perpetually unless sooner dissolved according to law.

#### **Article VI**

#### **Principal Place of Business**

The principal place of business of said corporation shall be at:

6780 Coral Way  
Suite 112,  
Miami, Florida 33155

#### **Article VII**

#### **Board of Directors**

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders, however, this corporation shall have no less than one (1) Director at any time.

## **Article VIII**

### **Directors**

The names and post office addresses of the first Board of directors of this corporation who shall hold office for the first year or until successors are chosen, shall be:

**Name**

Angel F. Ferraris

**Address**

6780 Coral Way  
Suite 112,  
Miami, Florida 33155

**Name**

Juan I. Romero

**Address**

6780 Coral Way  
Suite 112,  
Miami, Florida 33155

**Name**

Horacio G. Delgado

**Address**

6780 Coral Way  
Suite 112,  
Miami, Florida 33155

## **Article IX**

### **Subscribers**

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

**Name**

Horacio G. Delgado

**Address**

6780 Coral Way  
Suite 112,  
Miami, Florida 33155

## **Article X**

### **Priority Amendments and Changes**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be preserved for the working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have the first lien on the shares of its

members and upon the dividends due to them for any indebtedness of such members of the corporation.

### **Article XI** **Powers and Duties**

The names and post office addresses of the officers of the above corporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Title</u></b>
Angel F. Ferraris	6780 Coral Way Suite 112, Miami, Florida 33155	President / Director
Juan I. Romero	6780 Coral Way Suite 112, Miami, Florida 33155	Vice-President / Operations
Horacio G. Delgado	6780 Coral Way Suite 112, Miami, Florida 33155	Vice-President / Marketing

### **Article XIII** **Initial Registered Agent and Initial Registered Office**

The corporation Initial Registered Agent and Initial Registered Office in the State of Florida shall be:

<b><u>Name</u></b>	<b><u>Address</u></b>
Horacio G. Delgado	6780 Coral Way Suite 112, Miami, Florida 33155

**IN WITNESS WHEREOF**, I the undersigned being the original subscriber to the capital stock herein above named for the purpose of forming a corporation to do business, both within and without the State of Florida under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of shares herein above set forth are hereunto set my hand and seal this 1st of March, 1996.

  
\_\_\_\_\_  
Horacio G. Delgado

FIELD  
SECRETARY OF STATE  
DIVISION OF INVESTIGATIONS

96 MAR -4 PM 3:16

WITNESS my hand and official seal at Miami, Dade County, Florida, on this \_\_\_\_\_ day of \_\_\_\_\_ of 1996.

**NOTARY PUBLIC**  
State of Florida at large

SIGNATURE: Horacio G. Delgado  
Horacio G. Delgado

DATE: 3/1/96