

P96000020045

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

800001713898

02/13/96--01/08--01/0
*****78.75 *****78.75

Office Use Only

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

1. ~~EXPRESS DELIVERY SYSTEMS, 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

W96-3339

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

502

RECEIVED
96 FEB 13 AM 11:45
DIVISION OF CORPORATION

9/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE STE 16
MIAMI, FL 33174

SUBJECT: EXPRESS DELIVERY SYSTEMS, INC.
Ref. Number: W96000003339

We have received your document for EXPRESS DELIVERY SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00006355

RECEIVED
26 MAR -5 AM 11:45
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE ONE

96 MAR -5 PM 2:06

NAME

The name of this corporation shall be:

Q. & R. DELIVERY SERVICES, INC.

ARTICLE TWO

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the Laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

The date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than **SIX HUNDRED DOLLARS [\$600.00]**, or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

Delcaroi Markley	President	6456 SW 28 th . Street Miramar, Fla. 33023
Ileana Amador	Vice President	17832 NW 63 rd . Ct. Miami, Fla. 33015

ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of this Corporation may provide that the Directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENTS

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this Corporation shall be known as common stock.

B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is:

500 shares

C. Par Value. Each share of Common Stock shall have a par value of:

\$1.00 PER SHARE

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud in the transaction, the judgment of the Board of Directors and to the value of any such consideration shall be conclusive.

E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration that is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting. No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors or of assets legally available for such purpose.

H. Liquidation Rights. Record holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation, to

receive their pro-rate share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents, or any person who may have served at its request as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture, Trust or other enterprise in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts or omissions while being or having been such Director, Officer, Employee or Agent, provided, it shall not be determined by a final determination thereof on the merits that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more uninterested persons to whom the question may be referred by the Board of Directors. The foregoing rights to indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE TEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's Common Stock entitled to vote at the time of the proposal of any occurrence. For each occurrence, the required percentage shall be as follows:

A. Amendment of this Certificate of Incorporation.

Required percentage: 100%

B. Sales, lease(s) or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation Essential to the business of this Corporation.

Required percentage: 100%

C. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: 100%

D. Voluntary dissolution of this Corporation.

Required percentage: 100%

ARTICLE ELEVEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 this pro-rata share thereof [as nearly as may be done without issuance of fractional shares] at the price at which it is offered to others.

ARTICLE TWELVE

PERCENTAGE OF SHARES

The name and addresses of each shareholder to the Articles of Incorporation and the number of shares that each of them agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
Delcarol Markley	6456 SW 28 th . Street Miramar, Fla. 33023	255
Ileana Amador	17832 NW 63rd. Ct. Miami, Fla. 33015	245

SUBSCRIBERS, INITIAL DIRECTORS AND INITIAL PRINCIPAL OFFICE.

The undersigned individual(s), competent to contract, execute this Certificate of Incorporation as their subscriber(s) and initial director(s). The undersigned individual(s) shall hold office as director(s) until their successor(s) have qualified, following their election or appointment. The initial street address in the State of Florida of the principal office of this Corporation shall be:

6456 SW 28th. Street, Miramar, Florida 33023

The Corporation may change its principal office at any time.

SUBSCRIBER[S]/DIRECTOR[S]

NAME

HOME ADDRESS

Delcarol Markley

6456 SW 28th. Street, Miami, Florida 33023

Ileana Amador

17832 NW 63rd. Ct., Miami, Florida 33015

In Witness Whereof, the undersigned subscriber[s] do make, subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

At Miami, Florida on the 23rd. day of October 1995.


DELCAROL MARKLEY


ILEANA AMADOR

CERTIFICATE OF DESIGNATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -5 PM 2:06

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 60/.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1.- The name of the Corporation is:

Q. & R. DELIVERY SERVICES, INC.

2.- The name of the Registered Agent and Registered Office is:

GUY MARKLEY, III
17832 NW 63RD. COURT, MIAMI, FLORIDA 33015

[P.O. BOX NOT ACCEPTABLE]

SIGNATURE

Alvaro Amador Markley
[CORPORATE OFFICER]

TITLE : Vice President

DATE : 23 January 1996

Having been named as Registered Agent and to accept service of process for the above sated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

SIGNATURE

Guy Markley, III
GUY MARKLEY, III

DATE : 23 January 1996