

P960000-20335

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 07 AVENUE SUITE 16  
Address

MIAMI, FLORIDA 33174 (305)552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

4000001732954  
-03/05/96--01102--006  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. TSIMOIOANNIS & TESTA, P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 9:00

☒ 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  
55K/R-S 4/11/97  
DIVISION OF CORPORATION

3/6/96

## *Articles Of Incorporation Of* **Tsimogiannis & Testa, P.A.**

---

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes the following declaration for the purpose of becoming a corporation under and pursuant to the provisions of the laws of the State of Florida, of a corporation for profit, and do hereby certify as follows:

### ARTICLE I - Name

The name of the corporation shall be *Tsimogiannis & Testa, P.A.* The principal place of business of said corporation shall be at *1825 Ponce de Leon Blvd., Suite #227, Coral Gables, Florida 33134*, and the mailing address will be the same, with the privilege of having branch offices at any other place within the State and without the State.

### ARTICLE II - Nature Of Business

The corporation may engage in every aspect of the business of rendering the same professional services to the public that Certified Public Accountant, duly licensed under the laws of the State of Florida, are authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the of the United States and of the State of Florida, or any other state, country, territory, or nation.

### ARTICLE III - Capital Stock

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is *(10,000) TEN THOUSAND SHARES* at a par value of one dollar (\$1) per share. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation securities.

### ARTICLE V - Term Of Existence

This corporation shall have perpetual existence unless sooner dissolved according to law.

### ARTICLE VI - Powers Of Corporation

The corporation will have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

RECEIVED  
STATE OF FLORIDA  
JAN 11 1983

**ARTICLE VII - Officers and Directors**

The corporation shall have two (2) directors and two (2) officers initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but there shall always be at least one (1) director. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

***Johnny Tsimogiannis  
President/Treasurer/Director***

***220 Antilla Avenue, #5  
Coral Gables, Florida 33134***

***Jose Martinez  
Vice-President/Secretary/Director***

***750 Oriole Avenue  
Miami Springs, Florida 33166***

**Article VIII - Indemnification**

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firms or corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if they were not a director or officer of such other corporation or not so interested.

**ARTICLE IX - Subscriber**

The name and street address of each person signing these Articles of Incorporation as a subscriber is as follows:

*Johnny Tsimogiannis, 220 Antilla Avenue #5, Coral Gables, Florida 33134*

**ARTICLE X - Bylaws**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XII - Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE XII - Registered Agent**

The street address of the original registered office and the name of the original registered agent at such address of this corporation shall be as follows:

*Johnny Tsimogiannis, 220 Antilla Avenue #5, Coral Gables, Florida 33134*

IN WITNESS OF THE FOREGOING, we have hereunto set our hand and seal and acknowledged to be filed in the Office of the Secretary of State, the foregoing Certificate of Incorporation, this 2nd day of March, 1996.

  
Johnny Tsimogiannis  
PRESIDENT

  
Jose Martinez  
VICE PRESIDENT

**Articles of Incorporation  
For: Tsimogiannis & Testa, P.A.  
Page 4**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served. *In Compliance With Section 48.091, Florida Statutes, The Following Is Submitted:*

First, that Tsimogiannis & Testa, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coral Gables, County of Dade, State of Florida, has named as follows it's agent to accept service of process within Florida.

*Johnny Tsimogiannis, 220 Antilla Avenue #15, Coral Gables, Florida 33134*

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

  
Johnny Tsimogiannis

March 2, 1996