

0910000020649

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

200001734452
-03/06/2000-01005-026
*****78.75 *****78.75

Office Use Only

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

1. THE PRO SHOP AUTO BODY AND PAINT 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
MAR 6 2000
TALLAHASSEE
FLORIDA

03/06/96

**CERTIFICATE OF INCORPORATION
OF
THE PRO SHOP AUTO BODY AND PAINT INC**

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

FIRST: The name of the corporation is :

THE PRO SHOP AUTO BODY AND PAINT INC

and its principal place of business will be at:

9980 S.W. 168 TERRACE , MIAMI, FLORIDA 33157

SECOND: The business of this corporation shall be to engage in any and all lawful business or businesses.

THIRD: The corporation shall have one class of stock, namely common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 1000.

All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property and labor or services may be purchased or paid for by the corporation with such stock. Likewise stock of other corporations or going businesses may be purchased by corporation in return for this corporation's stock. Such property, labor, services and stock of other corporations and going business shall be at just valuation determined by the Board of Directors. This corporation may purchase, trade, or otherwise acquire, hold or re-issue shares of its own stock.

FOURTH: The amount of capital with which the corporation shall begin business will not be less than **FIVE HUNDRED (\$500.) DOLLARS.**

FIFTH: The existence of the corporation shall be perpetual.

SIXTH: The board of directors shall consist of no fewer than one or more than seven directors.

SEVENTH: The common stock of this corporation shall be issued pursuant to the requirements of section 1244 of the Internal Revenue code and the regulations issued thereunder.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -6 PM 3:51

EIGHTH: The names and post office address of the first officers and directors who, subject to the provisions of this certificate of incorporation, the By-laws and the laws of the state of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

Office	Name	Post office address
President	JOEL VELAZQUEZ	9980 S.W. 168 TERRACE , MIAMI, FLORIDA 33157
Secretary	ELBA FONSECA	9980 S.W. 168 TERRACE , MIAMI, FLORIDA 33157

NINTH: The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

Name	Post office address	Stock#
JOEL VELAZQUEZ	9980 S.W. 168 TERRACE , MIAMI, FLORIDA 33157	50
ELBA FONSECA	9980 S.W. 168 TERRACE , MIAMI, FLORIDA 33157	50

For the stock the above-named party will pay the sum of Five and no/100 (5.00) Dollars-----for each share of stock, or a total of FIVE HUNDRED and no/100 (500.00) DOLLARS.

TENTH: The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding/print meetings and what constitutes a quorum therefore.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder agreement (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders agreement) consenting to the revocation and cancellation of the agreement among the stockholders.

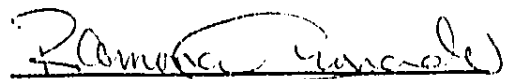
ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

TWELFTH: JOEL VELAZQUEZ, Registered office
at 9980 S.W. 168 TERRACE, MIAMI, FLORIDA 33157

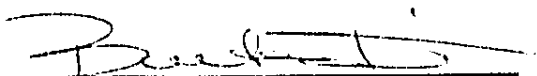
agent for service of process upon this corporation, subject nevertheless to the right of this corporation to change such resident agent and the office location of place of business for service of process in the manner provided in Section 48.091(1) of Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have hereunto set their
hand and seals this 4th day of MARCH, 1996.

Signed, sealed and delivered
in the presence of (As to all)



 (Seal)
JOEL VELAZQUEZ



 (Seal)
ELBA FONSECA

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.

 (Seal)
JOEL VELAZQUEZ

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day personally appeared before me the undersigned notary public in and for the State of Florida.

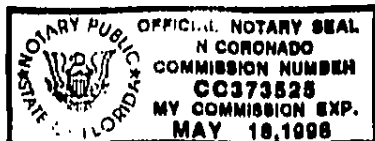
JOEL VELAZQUEZ

ELBA FONSECA

parties to the foregoing certificate of incorporation, known to me personally to be such, upon their oath, they acknowledged the same to be the act and deed of such signers and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, said
county and State, this 4th day of march A.D. 1996

(SEAL)



A handwritten signature in dark ink, appearing to be 'N. Coronado', written over a horizontal line.

N. Coronado, Notary Public
State of Florida

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR -6 PM 3:51

Personally known _____ or Produced Identification _____ X _____
Type of Identification Produced: FL D/L Y422-420-71-322-0
Type of Identification Produced: FL D/L F522-200-48-715-0

P9600020649

1201 DAYS STREET

TALLAHASSEE, FL 32301-2000

800-112-8086

APR 27 1995
04:20 PM FAX



PRIENTECIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 081669 10808A

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 122.50

87.50

RECEIVED
SEP 11 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 11, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 081669

800001944738

CUSTOMER NO: 10808A

CUSTOMER: Ms. Jennifer L. Brummer
RUSSO & BAKER, PA

Suite 301
4675 Ponce De Leon Boulevard
Coral Gables, FL 33146

DOMESTIC FILING

NAME: THE PRO SHOP AUTO BODY AND
PAINT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: _____

RECEIVED
95 SEP 11 AM 11:49
DIVISION OF CORPORATION

*NG + AMEN 12
DEC 9/11*

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE PRO SHOP AUTO BODY AND PAINT INC.

FILED
SEP 11 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) ARTICLE FIRST of the Certificate of Incorporation of THE PRO SHOP AUTO BODY AND PAINT INC. is hereby amended to read as follows:

FIRST:

The name of the corporation is: THE PRO SHOP, INC.

(2) The officers named in ARTICLE EIGHTH of the Certificate of Incorporation of THE PRO SHOP AUTO BODY AND PAINT INC. are hereby amended to read as follows:

President	ELBA FONSECA
Secretary	JOEL VELAZQUEZ

(3) The amendment was adopted by the Board of Directors and unanimously approved by the Shareholders at a joint meeting of Directors and Shareholders held on September 10, 1996.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 10 day of September, 1996.

Attest:

THE PRO SHOP AUTO BODY AND PAINT INC.

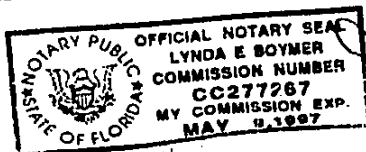
By: Elba Fonseca
Elba Fonseca, President

Joel Velazquez
Joel Velazquez, Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ELBA FONSECA, WHO IS either (a) PERSONALLY KNOWN TO ME, or (b) produced to me as her identification Florida Driver's License No: F522-200-48-715-0, which expires on June 15, 1998, and did take an Oath, and known to me to be the person who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of September, 1996.



Lynda E. Boymer
Notary Public, State of Florida

P96000020649

Elba Fonseca
Requestor's Name
12380 SW 195 Ter.
Address
Miami FL
City/State/Zip Phone #

700001959277
-09/27/96--01072--014
*****87.50 *****87.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Other

AMENDMENTS	
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<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

FILED
96 SEP 27 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2/88

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

THE PRO SHOP, INC.

FILED
95 SEP 27 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) The Officers and Directors named in Article 8 of the Certificate of Incorporation of THE PRO SHOP, INC. f/k/a THE PRO SHOP AUTO BODY AND PAINT, INC. are hereby amended to read as follows:

NAME	ADDRESS	TITLE
Elba Fonseca	12330 SW 195th Terr.	President/Secretary
Elba Fonseca	Miami, Florida	Director
Hugo Gimenez	7960 SW 13th Terr.	Vice President/ Treasurer
Hugo Gimenez	Miami, Florida	Director

(2) The Stockholders named in Article 9 of the Certificate of Incorporation of THE PRO SHOP, INC. f/k/a THE PRO SHOP AUTO BODY AND PAINT, INC. are hereby amended to read as follows:

Elba Fonseca	Fifty (50) Shares
Hugo Gimenez	Fifty (50) Shares

(3) The Amendments were adopted by the Board of Directors and unanimously approved by the Shareholders at a joint meeting of Directors and Shareholders held on September 11, 1996.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 9-11-96 day of September, 1996.

THE PRO SHOP, INC.

By: Elba Fonseca

Elba Fonseca, President

Attest:

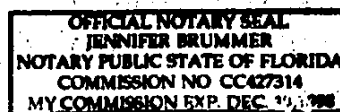
Elba Fonseca
Elba Fonseca, Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ELBA FONSECA, WHO IS either (a) PERSONALLY KNOWN TO ME, or (b) produced to me as her identification Florida Driver's License No: F522-200-48-715-0, which expires on June 15, 1998, and did take an Oath, and known to me to be the person who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of September, 1996.

Jennifer Brummer
Notary Public, State of Florida



P96000020649

LAW OFFICES
RUSSO, BAKER & ALVAREZ, P.A.
RIVIERA PROFESSIONAL BUILDING, SUITE 301
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146-2101
TELEPHONE (305) 665-0414
FAX (305) 665-4011

LAURA L. RUSSO
EDMUND P. RUSSO
RONALD G. BAKER
ELISA ALVAREZ

September 25, 1996

Florida Department of State
Division of Corporations
ATTN: AMENDMENTS
P.O. Box 6327
Tallahassee, Florida 32314

FILED
56 SEP 27 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
300001959493
-09/30/96--01023--016
*****35.00 *****35.00

Re: The Pro Shop, Inc.

To whom it may concern:

Enclosed you will find the following documents:

- 1) Statement of Change of Registered Office or Registered Agent or Both for Corporations; along with our firm's trust account check no. 5647, in the amount of \$35.00 for the filing fee; and
- 2) Articles of Amendment of Articles of Incorporation of The Pro Shop, Inc., along with our firm's trust account check no. 5648, in the amount of \$87.50, which represents the filing fee and fee for a certified copy.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,
RUSSO, BAKER & ALVAREZ, P.A.

Jennifer Brummer
RAJg
Jennifer L. Brummer
Legal Secretary

jlb

enclosures

DEG
10-1

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: THE PRO SHOP, INC.

1b. The mailing address of the corporation is : 9980 S.W. 168th Terrace
Miami, Florida 33157

1c. Date of incorporation: March 6, 1996 Document number: P96000020649

2. The name and address of the current registered agent and office:

Joel Velazquez
9980 S.W. 168th Terrace
Miami, Florida 33157

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Ricardo Velazquez
9980 S.W. 168th Terrace
Miami, Florida 33157

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Hugo Gimenez
(Signature of an officer, chairman or
vice chairman of the board)

Hugo Gimenez Vice President
(Printed or typed name and title)

9/11/96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Ricardo Velazquez
(Signature of Registered Agent)

9/24/96
(Date)