

P96000021866

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):

1. WINWATCH USA, 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

SEARCHED 1742259
-03/13/96--01120--015
***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

SEARCHED
SERIAL 11 APR 24
OFFICE OF REGISTRATION

EFFECTIVE DATE

3/28/90

ARTICLES OF INCORPORATION

OF

WinWatch USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 11 PM 2:55

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is WinWatch USA, Inc.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

The purpose for which the corporation is organized is to transact any and all lawful business, and to engage in any activity within the purpose for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock having par value of \$.001 per share, which is equivalent to a dollar value of \$1,000.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 2250 Southwest Third Avenue, Fifth Floor, Miami, Florida 33129 and the name of the initial registered agent of the corporation is Manuel A. Avila, Esq. located at 2250 Southwest Third Avenue, Fifth Floor, Miami, Florida 33129. The principal address of the Corporation shall be 2400 West Cypress Creek Road, Suite 205, Fort Lauderdale, Florida 33309.

ARTICLE VI

BY-LAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-laws adopted by the shareholders if the shareholders specifically provide that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

DIRECTORS

The initial Board of Directors shall consist of 2 members, who need not be residents of the State of Florida or shareholders of the corporation.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Russell Humphries	2400 West Cypress Creek Road Suite 205 Ft. Lauderdale, Florida 33309
William Eric Ottens	2400 West Cypress Creek Road Suite 205 Ft. Lauderdale, Florida 33309

ARTICLE VIII
INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
Manuel A. Avila, Esq.	2250 S. W. Third Avenue Fifth Floor Miami, Florida 33129

ARTICLE IX

RIGHT TO AMEND

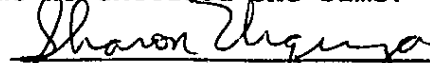
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

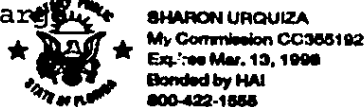
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of March, 1996.


Manuel A. Avila, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Manuel A. Avila, Esq. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.


Notary Public, State of Florida
at Large



Print Name of Notary Public

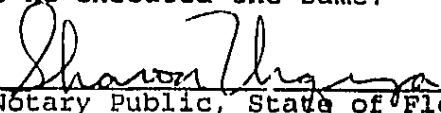
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, MANUEL A. AVILA, ESQ., hereby accept the designation as
Registered Agent of WinWatch USA, Inc.


Manuel A. Avila, Esquire

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer
duly authorized to administer oaths and take acknowledgments,
personally appeared MANUEL A. AVILA, ESQ. known to me to be the
person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same.


Notary Public, State of Florida
at Large

SHARON URQUIZA
My Commission C0366192
Expires Mar. 13, 1998
Bonded by HAI
800-422-4848

Print Name of Notary Public

C:\GTN\WinWatch.Art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 11 PM 2:55

P96000021866

Manuel A. Avila & Associates, P.A.

Attorneys at Law

Lawyers Plaza ~ Fifth Floor
2250 S.W. 3rd Avenue
Miami, Florida 33129

Telephone (305) 856-4222
Facsimile (305) 854-6810

March 22, 1996

Via U. S. Mail

900001757119
-03/26/96--01055--017
*****35.00 *****35.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment to the Articles of Incorporation
of WINWATCH USA, INC.

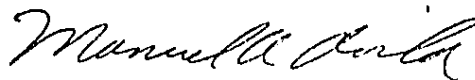
Dear Division of Corporations:

Enclosed, for your filing is the original and two copies of the Articles of Amendment to the Articles of Incorporation of WINWATCH USA, INC.

Also enclosed please find check no. 1300 in the amount of \$35.00 made out to the Florida Department of State Division of Corporations in payment for the filing fee for the Articles of Amendment. Please mail to our attention in the enclosed stamped self-addressed envelope a non-certified, stamped copy of the filed Articles of Amendment.

If you have any questions regarding this correspondence, please call me at your convenience.

Very truly yours,



Manuel A. Avila, Esq.

Enclosure
MAA/aaa
c:\winwatch\div.cor

ST 4
NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR 25 PM 1:18

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WINWATCH USA, INC.

55 MAR 25 PM 1:18
RECORDED
INDEXED

Pursuant to the provisions of Section 607.1006, Florida Statutes, WINWATCH USA, INC., a Florida corporation (incorporated on March 8, 1996, Document Number P96000021866, and hereinafter referred to as the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

I. Article I is hereby amended by deleting the word "USA" from the name of the Corporation and the name of the Corporation is hereby changed to:

WINWATCH, INC.

II. No shareholder action was required for this Amendment and no shares have been issued as of the date of this Amendment. Pursuant to Section 607.1006, Florida Statutes, the following Amendment was adopted on March 14th, 1996 by the sole Incorporator of the Corporation.

IN WITNESS WHEREOF, I, the sole Incorporator of the Corporation, hereunto set my hand and the seal of the Corporation this 14th day March, 1996.

WINWATCH INC.

(Corporate Seal)

By:

Manuel A. Avila
MANUEL A. AVILA, ESQ.,
Incorporator

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