

P96000026217

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

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32301
*****1-800-352-5000*****

Office Use Only

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

1. M.D.C. ENTERPRISES 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

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 25 PM 3:40

RECEIVED
96 MAR 21 AM 11:28
DIVISION OF CORPORATION

789-503-672
W96-3157
-502

3/25/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 25 PM 3:40

March 22, 1996

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

SUBJECT: M.D.C. INTERNATIONAL INC.
Ref. Number: W96000006157

We have received your document for M.D.C. INTERNATIONAL INC. and your check(s) totaling \$122.50. 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00013359

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96 MAR 25 PM 3:06
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 25 PM 3:40

March 21, 1996

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

SUBJECT: M. D. C. ENTERPRISES INC.
Ref. Number: W96000006157

We have received your document for M. D. C. ENTERPRISES INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00013100

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96 MAR 22 AM 11:20
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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96 MAR 25 PM 3:40

CERTIFICATE OF INCORPORATION
COPY OF ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this Corporation shall be:

M.D.C. ENTERPRISES OF MIAMI INC.

ARTICLE TWO
NATURE OF BUSINESS

GENERAL ENTERPRISES

This Corporation may engage in any activity or business permitted under the laws of the state of Florida and the law of the United States of America.

ARTICLE THREE
TERMS AND EXISTENCE

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

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than. **FIFTY THOUSAND DOLLARS**
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 and never less than three Directors. 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.

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The name and addresses of Initial Directors are:

JOSE MAURICIO DE CASTRO

3518 NW 36 ST. MIAMI, FL. 33142

ARTICLE SEVEN
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms 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 Directors shall be elected annually.

ARTICLE EIGHT
AMENDMENT

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

ARTICLE NINE
CAPITAL STOCK

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

ONE HUNDRED SHARES COMMON STOCK
ONE HUNDRED SHARES SPECIAL STOCK

A. Designation: The stock of this Corporation shall be known as Common Stock and Special Stock.

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

C. Par Value: Each share of Common Stock shall have the par value of:
TEN DOLLARS

D. Consideration: Shares of Special Stock may be issued in exchange for cash, real property, labor or services rendered or any combination, the judgment of the Board of Directors as 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 which is at fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation.

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

H. 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 out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts obligations.

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 stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;
Required percentage: 51 %
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;
Required percentage: 51 %
3. Merge or consolidation of this corporation into or with any other Corporation
Required percentage: 51 %
4. Voluntary dissolution of this Corporataion;
Required percentage: 51 %

PRE-EMPTIVE RIGHTS

No Holder of stock of any class of this Corporation shall be entitled as of right to purchase or suscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness

debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, anyhereof, on the same terms or on any terms, all preemptive of preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE ELEVEN
REGISTERED AGENT

The registered Agent and the Registered Office of this Corporation shall be:

JOSE MAURICIO DE CASTRO

SUSCRIBER AND INITIAL DIRECTOR
AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a person competent to contract, executes this certificate of Incorporation as its sole suscriber and Director, the undersined individual shall hold office as a Director until his successors have qualified following their election appoiment. The street address in Florida of the principal office shall be:

3518 N.W. 36 ST. MIAMI, FL. 33142
PH: (305) 633- 1898

The suscriber Director

IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER DOES MAKE SUSCRIBED ACKNOWLEDGE, AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAW OF THE STATE OF FLORIDA.

DATED

MARCH 18 / 1996


JOSE MAURICIO DE CASTRO
REGISTERED AGENT

State of Florida, County of Dade, City of **MIAMI**

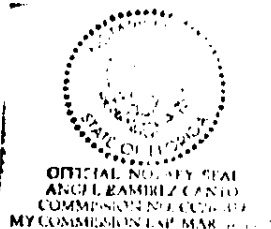
STATE OF FLORIDA)
DADE COUNTY)

BEFORE ME, undersigned authority, personally appeared,
JOSE MAURICIO DE CASTRO to well known to me to be the individual
described in and who executed the forgoin Certificate of Incorporation and who
acknowledge before me that the same executed for the purpose therein expresses.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal at City of,
MIAMI , DADE County of State of Florida.

DATED:

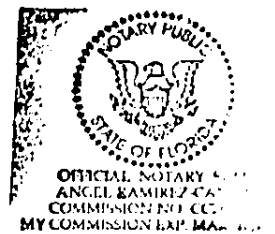
MARCH 18 /1996



A handwritten signature in dark ink, appearing to read "Angel Ramirez Castro".

NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRE:



CERTIFICATE OF DESIGNATION
REGISTER AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 25 PM 3:40

PERSUANT TO THE PROVISION OF SECTION 607.325 FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTER OFFICE / REGISTER AGENT, IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS: M.D.C. ENTERPRISES OF MIAMI INC.

2- THE NAME AND ADDRESS OF THE REGISTER AGENT, AND OFFICE IS:
JOSE MAURICIO DE CASTRO

3518 N.W. 36 ST. MIAMI, FL. 33142

SIGNATURE:

JOSE MAURICIO DE CASTRO

Corporate Officer

TITLE:

PRESIDENT

DATE:

MARCH 18 th 1996

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVES TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUS.

SIGNATURE.

REGISTER AGENT

DATE: **MARCH 18 th 1996**