

096000027307

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

4000001761224
-03/28/96--01059-020
***122.50 ***122.50

Office Use Only

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

- SANTA EUGRACIA CORP.
(Corporation Name) (Document #)
- Translation: Saint EUGRACIA Corp
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

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Examiner's Initials JS/28/96

ARTICLES OF INCORPORATION
OF
SANTA ENGRACIA CORP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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We, The undersigned, hereby associate Ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

SANTA ENGRACIA CORP

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

That the present main business of the corporation is:

Importers and Distributors of leather articles Shoes, Jackets Boots, and other related products.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) Shares of common stock of One Hundred Dollars (\$100.00) par value.


ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will be not less than Ten Thousand (\$10,000.00) Dollars.

ARTICLE V, TERM OF EXISTENCE.

The corporation is to have perpetual existence.


ARTICLE VI, ADDRESS.


 The initial street address in this State of the principal office of the corporation shall be:

9100 SO DADELAND BLVD # 506
MIAMI, FL. 33156.

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, DIRECTORS.

 This corporation will have Four directors initially. The number of directors may be increased or decreased from time to time in such manner as maybe prescribed by the By-Laws.

 The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been hereto fore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be that such officer or director is liable for negligence or willfull misconduct in the performance of his duties.

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

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No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any direct or may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm 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 directors of the corporation who is also 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, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if were not such director or officer of such other corporation or not so interested.

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ARTICLE VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the corporation Laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name	Title	Address
Maximo Cesar Sanchez	President	1034 Almeria Rd West Palm Beach, FL 33405
Roberto Bijarro	Vice-President	2741 Parker Ave # A West Palm Beach, FL 33405
Rene Filidor	Treasurer	9640 SW 148 PL Miami, FL 33196
Antonio Wong	Secretary	Heroe Militar # 164 Col Ojo Caliente IV Aguascalientes, Ags CP 20197 Mexico

ARTICLE IX , INCORPORATORS.

The following is the name and address of the Incorporators of these Articles of Incorporation:

<u>Name</u>	<u>Address</u>	<u>Soc Sec.</u>	<u>Shares</u>
Maximo Cesar Sanchez	1034 Almeria West Palm Beach, FL 33405	2 6 2 - 9 5 - 9 1 4 6	10
Roberto Bijarro	2741 Parker Ave Apt A West Palm Beach, FL 33405	5 9 2 - 7 6 - 6 2 3 1	10
Rene Filldor	9640 SW 148 PL Miami, FL 33196	5 9 2 - 1 8 - 5 0 6 6	40
Antonio Wong Juarez	Heroe Militar # 164 Col Ojo Caliente IV Aguascalientes, Ags CP 20197 Mexico	N/A	40

ARTICLE X, OFFICERS.


The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such maner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XI, AMEDMENT


This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

**ARTICLE XII, REGISTERED AGENT
AND REGISTERED ADDRESS**

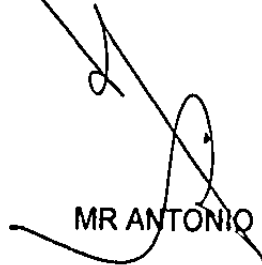
Rene Filidor
9100 So Dadeland Blv # 506
Miami, FL 33156

 IN WITNESS WHEREOF, The undersigned, as a suscribing incorporator, have hereunto set our hands and seals this March 26, 1996, for the purpose of forming this Corporation under the Laws of the State of Florida, and Hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


MR MAXIMO CESAR SANCHEZ


MR. ROBERTO BIJARRO


MR RENE FILIDOR


MR ANTONIO WONG

u.s.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, Personally appeared

CESAR M SANCHEZ

ROBERTO BIJARRO

RENE FILIDOR

ANTONIO WONG

sub.

RB
Known to me the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal at MIAMI DADE county, Florida, this March 26, 1996,

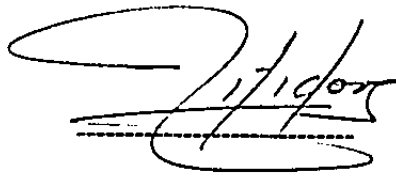
Notary Public
State of Florida at Large

My commission expires:

ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT

The undersigned named as Resident Agent in the Articles of Incorporation of **SANTA ENGRACIA CORP.** does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

Dated at Miami, Dade County, Florida, this March 26, 1996.

A handwritten signature in black ink, appearing to read "Filidor", written over a horizontal line.

MR RENE FILIDOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 SANTA ENGRACIA CORP,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE

CITY OF MIAMI

STATE OF FLORIDA, HAS NAMED RENE FILIDOR

LOCATED AT MIAMI STATE OF FLORIDA AS ITS

AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

TITLE SECRETARY

DATE March 26, 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____

March 26, 1996.

DATE _____

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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