

P9600007393

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

090 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
STATE HOUSE

Office Use Only

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

1. Kenia Food Distributions Corp.
(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

TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 RECEIVED
 96 APR -9 AM 10:45
 96 APR 19 PM 3:26

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

W96-7675

SN APR - 9 1996

Examiner's Initials	
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RECEIVED
96 APR 10 PM 3:06
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

April 9, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: KENIA FOOD DISTRIBUTIONS CORP.
Ref. Number: W9600007675

We have received your document for KENIA FOOD DISTRIBUTIONS CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00016261

ARTICLES OF INCORPORATION

OF

KENIA FOOD DISTRIBUTIONS CORP.

INCORPORATED

1971 JUN 10 PM 3:26
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is KENIA FOOD DISTRIBUTIONS CORP.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of one dollar par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 221 NW 49 AVE. MIAMI FL 33126

The name of the initial registered agent of this corporation at that address is: WILLIAM ADAY

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 04-06-96

William
WILLIAM ADAY, Registered Agent

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President	WILLIAM ADAY
Vice-President	CRISTOBAL ADAY
Treasurer	ARACELY ADAY
Secretary	

ARTICLES IX-INCORPORATORS . :

The names and addresses of the persons signing these Articles are:

WILLIAM ADAY	221 NW 49 AVE MIAMI FL	33126
CRISTOBAL ADAY	221 NW 49 AVE MIAMI FL	33126
ARACELY ADAY	221 NW 49 AVE MIAMI FL	33126

ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

WILLIAM ADAY	250.....	SHARES
CRISTOBAL ADAY	125.....	SHARES
ARACELY ADAY	125.....	SHARES
	SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 06 day of

APRIL, 1996

W.A.

WILLIAM ADAY

NOTARY CERTIFICATE

STATE OF FLORIDA

COUNTY OF DADE


I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILLIAM ADAY, to me known to be the persons described in and who executed the attached **ARTICLES OF INCORPORATION** and that he/she/they acknowledged before me that he/she/they executed the same. I relied upon the following forms of identification of the above named person(s): **Known Personally** and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 06 day of APRIL, 1996

(Seal)

My Commission Expires:

OFFICIAL NOTARY SEAL
JOSE MANUEL ARENAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC319422
MY COMMISSION EXP. OCT. 24, 1997



Notary Signature
JOSE M. ARENAS

Printed Notary Signature

WILLIAMSSEE, FLORIDA
55 APR 10 PM 3:26
FBI