

P96000034819

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. TRANS-SPAIN FOODS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ 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

FLORIDA
SECRETARY OF STATE
APR 22 1996

8N APR 22 1996

**ARTICLES OF INCORPORATION
OF
TRANS-SPAIN FOODS, INC.**

FILED
JAN 22 PM 2:30
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **TRANS-SPAIN FOODS, INC.**

ARTICLE II

TERM

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is one hundred (100) shares of common stock being the only stock authorized to be issued and having a par value of one (\$1.00) dollar per share.

Prepared By: Laura de Oña, Esq.
45 Valencia Avenue, Fourth Floor
Coral Gables FL 33134
(305)466-0640
FL BAR NO.606758

**ARTICLE V
REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is as follows: **MIGUEL ANGEL HERNANDEZ, 2655 Le Jeune Road, Suite #1002, Coral Gables, Florida 33134.** The Board of Directors may from time to time move the registered office to any other address in the State of Florida or replace the Registered Agent.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The business of the corporation should be managed by a Board of Directors consisting of not less than one (1) nor more than five (5) Directors. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

**ARTICLE VII
INITIAL DIRECTORS**

The name and addresse of the members of the initial Board

of Directors who shall hold office for the first year of existence of the corporation, or until his successors are elected or appointed and have qualified are:

NAME	TITLE	ADDRESS
Miguel Angel Hernandez	President, Secretary and Treasurer	515 Valencia Avenue Apartment # 5 Coral Gables, FL 33134
Lilliam L. Priede	Vice-President	9300 West Flagler St. Apartment #205 Miami, FL 33174

ARTICLE VIII

INCORPORATORS

The names and post office addressees of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agrees to take are as follows:

NAME	ADDRESS	NO.OF SHARES
Miguel Angel Hernandez	515 Valencia Avenue Apartment #5 Coral Gables, FL 33134	90
Lilliam M. Priede	9300 West Flagler St. Apartment #205 Miami, FL 33174	10

ARTICLE IX

EFFECTIVE DATE

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

ARTICLE X

AMENDMENT

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

ARTICLE XI

DIRECTORS AUTHORITY TO FIX COMPENSATION

The Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or By-laws.

ARTICLE XII

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII

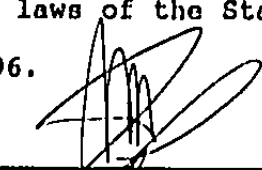
PRINCIPAL OFFICE

The initial street address in the State of Florida of the principal office of this corporation is 2655 Le Jeune Road, Suite #1002, Coral Gables, FL 33134. The corporation may change its principal office from time to time.

ARTICLE XIV

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida, this 18th day of April, 1996.



MIGUEL ANGEL HERNANDEZ

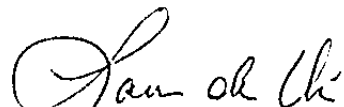


LILLIAM M. PRIEDE

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

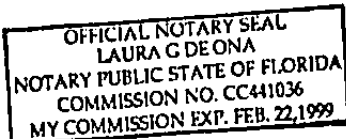
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared MIGUEL ANGEL HERNANDEZ, to me known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 18th day of April, 1996.



NOTARY PUBLIC, State of FLORIDA
Florida at Large

My Commission Expires:



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

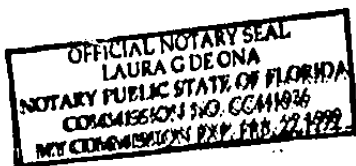
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared LILLIAM M. PRIEDE, to me known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 18th day of April, 1996.

Laura G De Ona

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



REGISTERED AGENT

In pursuance of Chapter 48.092, Florida Statutes, the following is submitted in compliance with said Act:

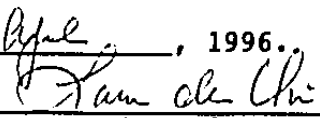
That TRANS-SPAIN FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named MIGUEL ANGEL HERNANDEZ, 2655 Le Jeune Road, Suite #1002, Coral Gables, FL 33134, as its agent to accept service of process within the State.


MIGUEL ANGEL HERNANDEZ

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared **MIGUEL ANGEL HERNANDEZ**, to me well known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this 18th day of April, 1996.


LAURA G DE ONA
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

