

P 9600003 8100

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  
-05/01/96-01052-022  
\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. CEDI INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in    
  Pick up time 12:00    
  Certified Copy  
 Mail out    
  Will wait    
  Photocopy    
  Certificate of Status

TALLAHASSEE, FLORIDA  
 MAY 2 1996

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

SN MAY - 2 1996

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We, the undersigned, hereby associate ourselves together for the purpose of incorporating a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be  
**CEDI INC.**

ARTICLE II

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

ARTICLE III

The maximum amount of stock, with 1.00 par value, that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than \$ **50.00** Dollars. **FIVE HUNDRED DOLLARS**

ARTICLE V

This Corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this Corporation shall be  
3681 W 16th AVE.  
HIALEAH, FL. 33012

#### ARTICLE VII

The number of the board of Directors of this Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

CRISTOBAL J. PERAZA	1480 W 46 St, APT. 115	PRESIDENT-	100%
	HIALEAH, FL. 33012	DIRECTOR	SHARES

#### ARTICLE VIII

The names of post office addresses of each subscriber to the Certificate of Incorporation are as follows:

CRISTOBAL J. PERAZA	1480 W 46 St. APT. 115	PRESIDENT-DIRECTOR
	HIALEAH FL. 33012	

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer of, or are Directors or Officers of, such other corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers powers upon its Board of Directors or Officers, in addition to the powers authorized and expressly conferred by Statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or pool any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The Corporation shall have power to purchase or otherwise acquire, directly and or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and we respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 29 day of APRIL, 1996.

X Peraza  
CRISTOBAL J. PERAZA

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments; personally appeared

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission expires:

**CERTIFICATE DESIGNATING CHANGE OF  
PLACE OF BUSINESS OF DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 40.001, Florida Statutes, the following is submitted in accordance with said Act:

That **C E D I , JNC.**  
is qualified to do business under the laws of the State of Florida, with its principal office at

3681 W 16th AVE.  
HIALEAH, FL. 33012

and has appointed

**CRISTOBAL J. PERAZA**  
1480 W 46 St. APT. 115  
Hialeah, Fl. 33012

as its agent to accept service of process within this State.

RECORDED  
MAY 11 1970  
TALLAHASSEE, FLORIDA

SECTION - 2 PM 2:50

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

— \* Peraza —  
CRISTOBAL J. PERAZA