

P 96000038115

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

DATE RECEIVED: 5/1/96

FILED: 05/02/96 - 01052 - 0023

****122.50 ****122.50

Office Use Only

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

1. RIEBS QUALITY SEAFOOD, 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

MAY - 2 1996

CERTIFICATE OF INCORPORATION
OF
RICOS QUALITY SEAFOOD, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation, and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is: RICOS QUALITY SEAFOOD, INC

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the rights powers and privileges of a stockholder or owner, including the right to transfer any convey the said stock or other.

securities to one or more persons, firms, associations or corporations subject to votes, trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or other wise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell convey, lease, mortgage, exchange, improve and other wise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as a broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprises permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connections therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all

manner of river and harbor improvements; to engage in the building of buildings and repairs and repairing of vessels, ship, boats, crafts and to do all manner of marine construction.

f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build furnish, equipment, construct and repair buildings and to carry on the general contracting and construction business; to have all powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereinafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into FIVE-----
HUNDRED SHARES-----(\$500.00) shares of stock of the
par value of ONE DOLLAR EACH. (\$1.00) per share, all of one class,
namely, Common Stock, and having an aggregate par value of FIVE
HUNDRED DOLLARS-----(\$500.00). All said stock shall
be payable in cash, property, labor or services at a just
valuation to

be fixed by the board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of Capital with which this Corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V

The principal place of business of the Corporation shall be at 3665 S.W. 24 Street Miami, Florida 33145 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

FERNANDO ESTRADA 3665 S.W. 24 St. Miami, Fl. 33145	Director
ROLANDO VERGARA 9354 Arborwood Cir. Davie, Fl. 33328	Director
MANUEL FERNANDEZ 1500 N.W. 30 St. Miami, Fl. 33142	Director

ARTICLE VIII

The number of directors of the Corporation shall be no less than three (3) nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

FERNANDO ESTRADA 3665 S.W. 24 St. Miami, Fl. 33145	President
MANUEL FERNANDEZ 1500 N.W. 30 STREET Miami, Fl. 33142	Vice-President
ROLANDO VERGARA 9354 Arborwood Cir Davie, Fl. 33328	Secretary

ARTICLE X

The names and post Office addresses of each subscriber and the number of shares of stocks which each agrees to take care:

FERNANDO ESTRADA 3665 S.W. 24 St. Miami, Fl 33145 Shares 33%

ROLANDO VERGARA 9354 Arborwood Cir Davie, Fl 33328 Shares 33%

MANUEL FERNANDEZ 1500 N.W. 30 Street Miami, Fl 33142 Shares 33%

Shares

Shares

Total Shares: 500 Shares

all of the proceeds of which will amount to at least \$500.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged,
to be filed in the office of the Secretary of State for the foregoing Certificate
of Incorporation, this 30th, day of April 1996

Fernando Estrada (SEAL.)
FERNANDO ESTRADA-PRESIDENT
Rolando Vergara (SEAL.)
ROLANDO VERGARA-SECRETARY
Manuel Fernandez (SEAL.)
MANUEL FERNANDEZ-VICE-PRESIDENT

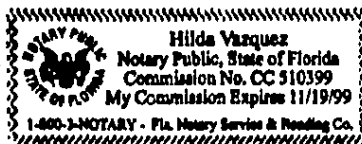
COUNTY OF DADE)
)
)SS:
)
STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and
take acknowledgements, personally appeared FERNANDO ESTRADA, ROLANDO VERGARA
and MANUEL FERNANDEZ-----
and each severally acknowledged before me that they signed the foregoing Cer-
tificate of Incorporation for the purpose therein expressed:

WITNESS my hand and official seal at the City of _____ County of,
State of Florida, this 30 day of April 1996.

Hilda Vasquez
Notary public at Large

My commission expire:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating office/registered agent, in the state of Florida.

1. The name of the corporation is: RICOS QUALITY SEAFOOD, INC

2. The name and address of the registered agent and office is:

FERNANDO ESTRADA

(NAME)

3665 S.W. 24 STREET

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33145

(CITY/STATE/ZIP)

SIGNATURE Fernando Estrada
(corporate officer)

TITLE PRESIDENT

DATE 4/30/96

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.

SIGNATURE Fernando Estrada

DATE 4/30/96