

P96000639630

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

10000131 33831
-05-00-236--01053-017
****122.50 ****122.50

Office Use Only

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

1. JAZID, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 10:00

☒ 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

RECEIVED
96 MAY -8 AM 10:37
DIVISION OF CORPORATION

SN MAY - 8 1996

ARTICLES OF INCORPORATION
OF
JAZID, INC.

FILED
JAN 10 1980
11:52
MALLAM, BOELL, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Jazid, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: c/o 200 South Biscayne Boulevard, Suite 4815, Miami, FL 33131.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

The total number of shares of all classes of stock which this Corporation is authorized to issue, is 2,000 shares divided into 1,000 shares of preferred stock with a value of \$0.10 per share which shall be designated as "Preferred Stock", and 1,000 shares of common stock with a value of \$0.10 per share which shall be designated as "Common Stock."

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

The holders of Preferred Stock shall not be entitled to any voice in the management of the Corporation, or to any voting powers at any shareholders' meeting. The sole management of the Corporation shall be in the hands of the holders of Common Stock, and they alone shall have the exclusive right to notice of shareholders' meeting, to vote at shareholders' meeting and powers incident to such rights.

The holders of Common Stock shall be entitled to have and receive, when, and as declared from the surplus or net profit of the Corporation, cumulative yearly dividends payable quarterly on dates to be fixed by the Directors.

In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the Corporation, before any assets and/or funds of the Corporation shall be distributed among or paid to the holders of the Common Stock, the holders of the Preferred Stock shall be entitled to 50% of any assets and/or funds of the Corporation. After satisfaction in full of the above preferential rights of the holders of the Preferred Stock, the then remaining assets and/or funds of the Corporation shall be divided and paid to the holders of the Common Stock pro rata according to their respective shares.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4815, Miami, FL 33131 and the name of the initial registered agent of this Corporation at that address is Piero Salussolia.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Cesare Mazzoli	200 South Biscayne Boulevard Suite 4815 Miami, FL 33131

ARTICLE IX

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the

- affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE X

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE XI

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XIII

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XIV

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XV

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XVI

INCORPORATOR

The name and address of the person signing these Articles is:

Cesare Mazzoli
c/o 200 South Biscayne Boulevard
Suite 4815
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of May, 1996.


Cesare Mazzoli

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 the register office/registered agent, in the state of Florida.

1. The name of the Corporation is Jazid, Inc.
2. The name and address of the registered agent is as follows:

Piero Salussolia
200 South Biscayne Boulevard
Suite 4815
Miami, FL 33131

May 7, 1996
Date


Cesare Mazzoli, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS 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.

May 7, 1996
Date

jazid.art


Piero Salussolia

ALLAH, MISSISSIPPI, FLORIDA

MAY 7 - 8 PM 2:52

P96000039630

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

GIULIO CESARE, INC. a Florida corporation, P94000065206.

INTO

JAZID, INC., a Florida corporation, P96000039630

File date: July 18, 1996

Corporate Specialist: Velma Shepard

P96000039630

SALUSSOLIA & ASSOCIATES

ATTORNEYS AT LAW

FIRST UNION FINANCIAL CENTER
SUITE 401B

200 S BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 373-7010
FACSIMILE (305) 373-7017

FILED
96 JUL 18 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 15, 1996

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-07/18/96--01089--001
****122.50 ****122.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger for JAZID, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and a copy of the Articles of Merger along with a copy of the Agreement and Plan of Merger for the above referenced company. Please file the Articles of Merger and return a certified copy to me at the following address:

Stefania Bologna, L.A.
SALUSSOLIA & ASSOCIATES
First Union Financial Center
200 South Biscayne Boulevard
Suite 4815
Miami, FL 33131

Enclosed please also find a return federal express envelope addressed to my attention, along with our firm's check in the amount of \$122.50 as payment of the required fee.

Your attention in expediting this matter is greatly appreciated, and should you have any questions, please do not hesitate to contact our office.

Sincerely,

Stefania Bologna

Stefania Bologna
Legal Assistant
Enclosures

Menger

W JUL 25 1996

**ARTICLES OF MERGER
OF
GIULIO CESARE, INC.
INTO
JAZID, INC.**

FILED
96 JUL 18 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Under the Provisions of
Section 607.1105, Florida Statutes

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations hereby certify:

1. The name of the corporations which are parties to the merger are Giulio Cesare, Inc. and Jazid, Inc., each a Florida corporation. Giulio Cesare, Inc. is the merging corporation in the merger (the "Merging Corporation"). Jazid, Inc. is the surviving corporation in the merger (the "Surviving Corporation").

2. The merger shall become effective upon the filing of these Articles of Merger with the State of Florida, Department of State.

3. The Agreement and Plan of merger was duly adopted and approved by the Board of Directors and all the Shareholders of the Merging Corporation by an Unanimous Written Consent, dated as of May 23, 1996, in the manner and by vote required by the laws of the State of Florida. The Agreement and Plan of Merger was duly adopted and approved by the Sole Director of the Surviving Corporation, by a Written Consent Resolution, dated as of May 23, 1996, in the manner and by vote required by the laws of the State of Florida. Action by the Shareholders of the Surviving Corporation on the Agreement and Plan of Merger was not required pursuant to Section 607.1103 (7), Florida Statutes.

4. Each share of issued and outstanding common stock of the Merging Corporation shall be canceled and shall not be converted into any shares, rights, obligations or other securities of the Surviving Corporation, nor shall any cash or other property be paid or delivered in exchange therefor or upon surrender thereof.

(1) The names of the corporations which are parties to the merger are Giulio Cesare, Inc., a Florida corporation (the "Merging Corporation"), and Jazid, Inc., a Florida corporation (the "Surviving Corporation").

(2) On the effective date of the Merger (as determined in accordance with paragraph 6 below) (the "Effective Date"), the Merging Corporation shall be merged with and into the Surviving Corporation, governed by the laws of the State of Florida.

(3) No shares of the Surviving Corporation shall be in any way changed or affected by reason of the such Merger in the Articles of Incorporation or by-laws of the Surviving Corporation.

(4) On the Effective Date, the outstanding shares of the Merging Corporation shall be canceled and shall not be converted into any shares, rights, obligations, or other securities of the Surviving Corporation or of any other corporation, nor shall any cash or any other property be paid or delivered in exchange therefor or upon surrender thereof.

(5) On the Effective date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation and the Surviving Corporation shall become a single corporation, which shall have the purposes and shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities and duties of the Merging Corporation and the Surviving Corporation; shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to the Merging Corporation and the Surviving Corporation.

(6) The Merger shall become effective on the day on which Articles of Merger shall have been filed with the State of Florida, (the "Effective Date").


(7) The Directors and Officers of the Surviving Corporation on the Effective Date shall continue as the Directors and Officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

(8) The Agreement and Plan of Merger may be terminated by the Board of Directors of any corporation which is a party hereto notwithstanding approval of the Plan by the shareholders of all or any of the corporations which are parties hereto.

(9) This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


IN WITNESS WHEREOF, Giulio Cesare, Inc. and Jazid, Inc. have caused these Articles of Merger to be executed by their respective Presidents and Secretaries this 23rd day of May, 1996.

GIULIO CESARE, INC.

By: 
Ello Giangiulio, President

By: 
Cesare Mazzoli, Secretary

JAZID, INC.

By: 
Cesare Mazzoli, President

By: 
Cesare Mazzoli, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this 23rd day of May, 1996 between GIULIO CESARE, INC., a Florida corporation (hereinafter referred to as the "Merging Corporation"), and JAZID, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

W I T N E S S E T H

WHEREAS, the Sole Director of the Surviving Corporation and the Board of Directors and all the Shareholders of the Merging Corporation deem it advisable for their general welfare and advantage that the Merging Corporation be merged with and into the Surviving Corporation under the laws of the State of Florida, and that said surviving and continuing corporation shall not be a new corporation but shall be the Surviving Corporation whose existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (hereinafter referred to as the "Merger"); and

WHEREAS, no shares of the Surviving Corporation will be issued in the Merger due to the fact that:

The capital stock of the Merging Corporation is represented by 1,000 shares of \$0.10 par value common stock;

The Surviving Corporation is a newly formed entity and its capital stock is represented by 1,000 shares of preferred stock with a par value of \$0.10 per share which are designated as "Preferred Stock", and 1,000 shares of common stock with a par value of \$0.10 per share which are designated as "Common Stock" (all collectively referred as the "Shares"); and

The Merging Corporation and the Surviving Corporation are substantially owned by the same controlling shareholders, and the Shares have been issued reflecting the respective shareholders equity in the Merging Corporation and in the Surviving Corporation.


NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants hereinafter set forth, the parties hereby agree as follows:

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed on their behalf by their respective Presidents, sealed with their respective corporate seals, and attested by their respective Secretaries on the date first above written.


ATTESTED TO:

GIULIO CESARE, INC., a Florida Corporation

By:


Cesare Mazzoli, Secretary


By:


Elio Giangiulio, President

ATTESTED TO:

JAZID, INC., a Florida Corporation

By:


Cesare Mazzoli, Secretary

By:


Cesare Mazzoli, President .