

LAZARUS CORPORATE INDUSTRIES, INC.

890 S.W. 87 AVENUE SUITE 16

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Pione /

LOCAL REPRESENTATIVE TALLAHASSEE

[illegible]

Office Use Only

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

1. MERCOSUR TRADING CORPORATION  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 9:00

☒ Certified Copy

☐ Mail out☐ Will wait☐ Photocopy

## Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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

SN MAY - 8 1996

**Examiner's Initials**

MERCOSUR TRADING CORPORATION  
CERTIFICATE OF INCORPORATION

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 the corporation (which is hereinafter called the "Corporation") is:

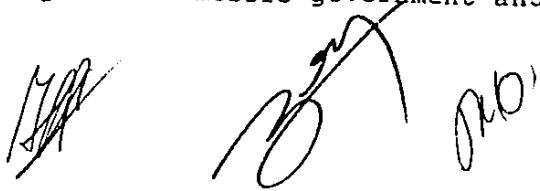
MERCOSUR TRADING CORPORATION

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 and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

a) To conduct the business of exports and imports; and to act as manufacturer's representative and/or distributors, merchandising agents and export managers of general merchandise, building materials hardware, housewares, industrial equipments, industrial complete plants, technologies, construction and transportation equipments, and all types of parts, raw materials, etc., refrigeration and air conditioners equipments and parts.

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 or other country in any part of the World or under the laws of any foreign country, and also foreign and domestic government and municipal

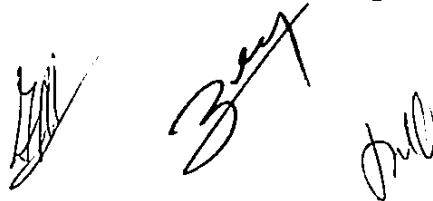


obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trust or other agreements placing in such persons voting or other power in respect of said stocks or other securities; to borrow money or otherwise 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 otherwise deal in and dispose of real estate and real property and all other kind 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 cancelliens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and 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 enterprise 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 in to the engage in any such business, trade or enterprises.

e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and service of a sales and commissions agency, and to do all things necessary in connection with the operation of a sale and a commission agency; as well as to engage in other similar and allied business incidental to a sale and commission agency, which said agency will



operate both within and without the continental limits of the United State of America.

f) To own, conduct, operate and maintain a store or stores or distribution centers or other outlets for the purpose of manufacturing, or warehouse, lots, lots, storage centers or other outlets, for making, buying, selling and otherwise dealing with importers and exporters, all kind of merchants, and direct to consumers.

g) 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.

h) 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 hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

#### ARTICLE III

The stock of this Corporation shall be divided into EIGHTY THOUSAND - 80,000. - - - - - shares of stock of - - - - - par value of ONE - - - - - \$1.00 U.S. per share, all of one class, namely Common Stock; all said stock shall be payable in cash, 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. Also can be aggregate 20,000 preferred stock, divided into 20,000 preferred stock with a value of ONE U.S. DOLLAR, \$1.00 U.S. DOLLARS. - - - - - ; the total amount value of \$20,000.00 U.S., always under the fifty percent(50%) of the total amount of the Common Stock refered.

The Preferred Stock aggregated, shall be paid: in cash, properties, labor services, at 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 : TEN THOUSAND , = - - - \$ 10,000.00 U.S.

#### ARTICLE V

The principal place of business of the Corporation shall be at:



4230 S.W. 8 STREET, MIAMI, FLORIDA 33134. - - - - - with the privilege of having branch offices within and without the State of Florida or any other country in the world.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and the 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:

Guillermo Sanchez, 1167 Hillboro Mile #412- Director  
Hillboro Beach, Florida 33062.

Marcia Sanchez, 1167 Hillboro Mile #412 Director  
Hillboro Beach, Florida 33062.

Ben R. Cruz, 7820 SW 93 Ave. Miami Florida, Director  
33173.-

ARTICLE VIII

The number of directors of the Corporation shall be not 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:

Guillermo Sanchez, 1167 Hillboro Mile #412 President  
Hillboro Beach, Florida 33062

Ben R. Cruz, 7820 SW 93 Ave. Miami, Florida-Treasurer  
33173

Marcia Sanchez, 1167 Hillboro Mile 412 Secretary  
Hillboro Beach, Florida 33062

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock (Common or Capital Stock)

Name	Address	No. of shares
Guillermo Sanchez	1167 Hillboro Mile #417 Hillboro Beach, Florida 33062	10,000

Total shares: TEN THOUSAND 10,000 shares; all of the proceeds of which will amount to at least \$10,000.00.-.-



IN WITNESS WHEREOF, we have herunto set our hands and seals,  
and acknowledged to be filed in the office of the Secretary of  
State the foregoing Certificate of Incorporation, this second day  
of May - - - - , 1996

*Personally know to me*  
*Personally know to me*

*[Signature]* (SEAL)

*Notar. -* (SEAL)

*[Signature]* (SEAL)

212 # C 620-07-18-212

COUNTY OF DADE }  
STATE OF FLORIDA } SS.

BEFORE ME, the undersigned authority, duly authorized to  
administer oaths and take acknowledgements, personally, appeared  
*Guillermo Sanchez, MARIA SANCHEZ & BENJ. CRUZ*  
and each severally acknowledged before me that they signed the  
foregoing Certificate of Incorporation for the purpose therein  
expressed.

WITNESS my hand and official seal at the City of Miami,  
County of Dade, State of Florida, this 2 day of May 1996

NOTARY PUBLIC, State of Florida  
at Large

*[Signature]*



HECTOR F. SCHWERERT  
MY COMMISSION # CC357921 EXPIRES  
April 11, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is  
submitted, in compliance with said Act:-----

THAT MERCOSUR TRADING CORPORATION

desiring to organize under the laws of the State of Florida, with its  
principal office, as indicated in the Articles of Incorporation at the City  
of Miami, County of Dade, State of Florida, has named:-----

GUILLERMO SANCHEZ  
4338 SW 8 St., Miami, FL 33134  
as its agent to accept service of process within this State.

Having been named to accept service of process for the above state  
Corporation, at the place designated in this 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.

BY: Guillermo Sanchez  
REGISTERED AGENT