

P960000 44557

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. VALE EXPORT & IMPORT INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

TALLAHASSEE, FLORIDA  
66-244203-01013-041  
\*\*\*122.50 \*\*\*122.50

☒ Walk in

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☒ 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 24 AM 9:36  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**YALE EXPORT & IMPORT INC.**

FILED  
JAN 26 PM 12:39  
TALLAHASSEE, FLORIDA

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**YALE EXPORT & IMPORT INC.**

**ARTICLE II**

**AUTHORIZED SHARES**

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

**ARTICLE III**

**TERM OF CORPORATE EXISTENCE**

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That VALE EXPORT & IMPORT INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name FERNANDO VICTOR ELNOUR at 3130 S.W. 27 AVE. # 29 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 place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

  
FERNANDO VICTOR ELNOUR  
Registered Agent

#### **ARTICLE V**

#### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and address is the following:

**141 N.E. 3RD AVE. # 300**

**MIAMI, FLORIDA 33132**

#### **ARTICLES VI**

#### **DIRECTORS**

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have two (2) Director(s) initially.

The name and address of the Initial Directors of this Corporation are:

| <b>NAME</b>                             | <b>ADDRESS</b>                                    |
|---|---|
| <b>FERNANDO VICTOR ELNOUR PRESIDENT</b> | <b>3130 S.W. 27 AVE. # 29<br/>MIAMI, FL 33133</b> |
| <b>FILADELFO BRANCO NETTO VICE-PRES</b> | <b>3130 S.W. 27 AVE. # 29<br/>MIAMI, FL 33133</b> |

#### **ARTICLES VII**

##### **INCORPORATORS**

The name and address of the incorporators and subscribers hereto is as follows:

| <b>NAME</b>                              | <b>ADDRESS</b>                                    |
|--|---|
| <b>FERNANDO VICTOR ELNOUR 50% SHARES</b> | <b>3130 S.W. 27 AVE. # 29<br/>MIAMI, FL 33133</b> |
| <b>FILADELFO BRANCO NETTO 50% SHARES</b> | <b>3130 S.W. 27 AVE. # 29<br/>MIAMI, FL 33133</b> |

#### **ARTICLES VIII**

##### **INDEMNIFICATION**

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

## **ARTICLE IX**

### **BYLAWS**

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.

  
**FERNANDO VICTOR ELNOUR**  
**PRESIDENT**  
**FILADELFO BRANCO NETTO**  
**VICE-PRES**

WITNESS: My hand and official seal this 22nd day of MAY 1996, at Miami, County of Dade, State of Florida

  
\_\_\_\_\_  
NOTARY PUBLIC STATE OF  
FLORIDA AT LARGE

My commission expires



OFFICIAL NOTARIAL  
JESUS M. GARCIA  
COMMISSION # 00000047  
MY COMMISSION END JULY 8, 1998

FILED  
JUL 24 PM 12:38  
MIAMI, FLORIDA

P96000044557

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1997

VALE EXPORT & IMPORT INC.  
141 NE 3RD AVE., #300  
MIAMI, FL 33132

SUBJECT: VALE EXPORT & IMPORT INC.  
Ref. Number: P96000044557

Debit Memo #: 5197-B

This is to inform you that check #? in the amount of \$165.00 submitted with the annual report for VALE EXPORT & IMPORT INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after June 9, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 697A00017898

P96000044557

May 8, 1997

000002172250--S  
-05/08/97--01156--002  
\*\*\*180.00 \*\*\*180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: VALE EXPORT &  
IMPORT INC.

DEBIT MEMO: # 5197-B

CHECK #: