

P. 960000 48304

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

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Office Use Only

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

1. OMIRI CORP

(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 |

FILED
96 JUN - 6 PM 1:18
95 JUN - 6 AM 10:55
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OMIRI CORP**

The undersigned, being a natural persons and competent to contract, for the purpose of establishing a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopt the following Articles of Incorporation and do hereby certify that:

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation formed hereunder shall be: **OMIRI CORP** and the principal place of business is located at 1001 SW 67th Avenue- Suite 105- Miami, FL 33144.

ARTICLE II - NATURE OF BUSINESS

The purpose of the corporation created hereunder shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation hereunder shall be authorized to issue shall be Five hundred (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

Prepared By:
Perez & Associates
1019 SW 67th Avenue
Miami, FL 33144
Ft: (305) 264-9865

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56 JUN -6 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT #

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Miriam Valdes
President/Secretary
1440 SW 131 Avenue
Miami, FL 33184

Omar Hernandez
Vice President/Treasurer
1001 SW 67th Avenue, Suite 105
Miami, FL 33144

The members of this first Board of Directors shall hold office for the first year of existence of this Corporation, or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VI - INCORPORATORS

The name and post office address of the incorporators executing these Articles of Incorporation are as follows:

Miriam Valdes
President/Secretary
1440 SW 131 Avenue
Miami, FL 33184

Omar Hernandez
Vice President/Treasurer
1001 SW 67th Avenue, Suite 105
Miami, FL 33144

ARTICLE VII - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholder's approval.

ARTICLE IX - REGISTERED AGENT

The Registered Agent of this Corporation and registered office in the State of Florida shall be:
Miriam Valdes
% Perez & Associates
1019 SW 67th Avenue
Miami, Florida 33144

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Corporation shall have the following powers:

- (a) *To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*
- (b) *At its option, to purchase and acquire any or all of its stock owned and held by any Shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of the corporation is not impaired.*
- (c) *At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.*
- (d) *To enter into for the benefit of its employees, one or more of the following:*
 - (i) *A Pension Plan;*
 - (ii) *A Profit-Sharing Plan;*
 - (iii) *A Restricted Stock Option Plan;*
 - (iv) *A Medical Reimbursement Plan;*
 - (v) *Other Retirement or Incentive Compensation Plan.*
- (e) *To elect to issue Sec.1244 stock.*


ACKNOWLEDGEMENT OF REGISTERED AGENT


I, Miriam Valdes, the undersigned, named as Registered Agent in the Articles of Incorporation of **OMIRI CORP**, does hereby accept the designation as Registered Agent and agree to comply with all the duties and which are required under Florida Law for serving in the position of Registered Agent of said Corporation.

DATED at Miami, Dade County, Florida this 4th day of June, 1996


Miriam Valdes

IN WITNESS WHEREOF, the undersigned as subscribing incorporators, have hereunto set their hands and seals this 4th day of June, 1996; for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of their knowledge, information and belief.


Miriam Valdes
President/Secretary


Omar Hernandez
Vice President/Treasurer

FAX AUDIT #

ACKNOWLEDGEMENT OF SIGNATURES

STATE OF FLORIDA }
 } SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public duly authorized to make acknowledgments personally appeared *Miriam Valdes*, who after being by me duly sworn, deposes and says that she is the person described as Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that she executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4th day of June, 1996.

My commission expires:
01 May 1998
CC#



ARNALDO ALFONSO, SR.
COMMISSION # CC 358223
EXPIRES MAY 1, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Arnaldo Alfonso, Sr.
Notary Public
State of Florida at large

FILED
96 JUN -6 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT #