

P96000061958

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

800001808158  
-07/24/96--01051--020  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. E/ ENCANTO FURNITURE DISTRIBUTORS  
(Corporation Name) (Document #) INC1

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

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96 JUL 24 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-24-96

**GABRIEL DIAZ-BERONES, P.A.**

ATTORNEY AT LAW  
3971 S.W. 8th STREET, SUITE 308  
MIAMI, FLORIDA 33134  
(305) 441-1844  
FACSIMILE (305) 442-4737

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 22, 1996


Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Name of Corporation: El Encanto Furniture Distributors, Inc.  
Our File: Pedro Gonzalez

Dear Sir:

Enclosed you will find Articles of Incorporation of the above-captioned corporation, together with our check in the amount of \$122.50, representing filing fees, certified copy and registered agent designation thereof. Please send us a certified copy.

Very truly yours,

  
GABRIEL DIAZ-BERGNES

GDB/mrd  
Enc.

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96 JUL 24 PM 1:54  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

EL ENCANTO FURNITURE DISTRIBUTORS, INC.

The undersigned subscribers to those Articles of Incorporation each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is EL ENCANTO FURNITURE DISTRIBUTORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or nay other state, country, territory or nation.

To be engaged in the business of buying, selling, importing exporting, distributing and generally deal in, at wholesale or retail, of furniture.

To buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof or interest therein.

To purchase, sell, rent, lease, convey, mortgage, or otherwise acquire or dispose of or encumber real estate, real property, personal property, chattels, chattels real, notes, bonds, stocks, mortgages and securities and any interest therein, for itself or for others.

To lend and borrow money and secure the payment thereof by accepting or giving mortgages, personal endorsements, assignments of personal property or other security.

The full power and authority to do any and all other acts necessary or incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in these Articles of Incorporation to the protection and benefit of the Corporation, and, in general, to carry on any lawful

business necessary or incidental to the attainment of the objects set forth in these Articles or any amendment thereof.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of fifty-cents par value common stock, which shall be designated "Common Shares."

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 287 N.W. 77th Avenue, Miami, Florida 33126, and the name of the initial registered agent of this corporation at that address is Pedro Gonzalez.

#### ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is/are:

Pedro Gonzalez  
287 N.W. 77th Avenue  
Miami, Florida 33126

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Pedro Gonzalez - 100%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by Certified Mail, Return-Receipt Requested giving five (5) days written notice.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-One Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled

to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, except as provided for in Article XX.

#### ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XV - MEETINGS BY TELEPHONE CONFERENCE

Shareholders may participate in special meetings by means of telephone conference as provided by law.

#### ARTICLE XVI - ACTION BY SHAREHOLDERS WITHOUT A MEETING

The shareholders may take action by written consent, as provided by law.

#### ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

#### ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

#### ARTICLE XX - NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the Stockholders at the following addresses:

Pedro Gonzalez, 287 N.W. 77th Avenue, Miami, Florida 33126

#### ARTICLE XXI - INITIAL DIRECTORS AND OFFICERS

This corporation shall initially have at least two directors, their names and addresses are as follows:

Maritza Gonzalez, President/Director  
305 S.W. 79th Court  
Miami, Florida 33144

Martha Hernandez, Secretary/Director  
305 S.W. 79th Avenue  
Miami, Florida 33144

#### ARTICLE XXII - PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 287 N.W. 77th Avenue, Miami, Florida 33126.



The Board of Directors may from time to time move the principal office to any other address in the State of Florida.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 19 day of July, 1996.

  
\_\_\_\_\_  
PEDRO GONZALEZ

STATE OF FLORIDA)  
COUNTY OF DADE )

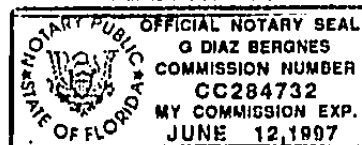
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared PEDRO GONZALEZ, who is personally known to me ✓ or has produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforementioned on this 19 day of July, 1996.

  
\_\_\_\_\_  
Notary Public

Print Name of Notary Public

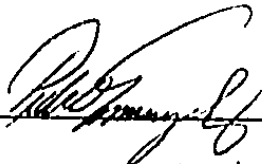
My Commission Expires:



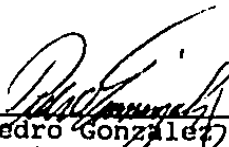
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First, that EL ENCANTO FURNITURE DISTRIBUTORS, INC., desiring  
to organize or qualify under the laws of the State of Florida, with  
its principal place of business at the City of Miami, State of  
Florida, has named Pedro Gonzalez, located at 287 N.W. 77th Avenue,  
Miami, Florida 33126, as its agent to accept service of process  
within Florida.

  
\_\_\_\_\_  
Date: 7/19/96

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
and complete performance of my duties.

  
\_\_\_\_\_  
Pedro Gonzalez  
Resident Agent

Date: 7/19/96

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96 JUL 24 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA