

# P96000062297

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. SUPERIOR FINANCE CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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- Walk in    
  Pick up time 2:00    
  Certified Copy  
 Mail out    
  Will wait    
  Photocopy    
  Certificate of Status

FILED  
 95 JUL 25 PM 12:25  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

95 JUL 25 AM 11:18  
 DIVISION OF CORPORATION

*Dmc*  
7/25/96

Examiner's Initials	
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUPERIOR FINANCE CORP.

ARTICLE ONE

NAME

The name of this corporation is:

SUPERIOR FINANCE CORP.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

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: **UPON FILING WITH THE SECRETARY OF STATE.**

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligation.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 4898 N.W. 7TH STREET <sup>Principal</sup> and the name of the initial Registered Agent of this corporation at that address is JOSEPH L. ALAMO.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially THREE Directors. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than THREE. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

<u>ANTONIO LEON</u>	<u>10421 S.W. 142 AVENUE</u>
	<u>MIAMI, FLORIDA 33186</u>
<u>JOSEPH L. ALAMO</u>	<u>12900 S.W. 82 COURT</u>
	<u>MIAMI, FLORIDA 33156</u>
<u>REINALDO A. AZAN</u>	<u>3560 S.W. 1ST AVENUE</u>
	<u>MIAMI, FLORIDA 33145</u>
<u>JOSEPH L. ALAMO</u> INCORPORATOR/SUBSCRIBER	<u>12900 S.W. 82 COURT</u>
	<u>MIAMI, FLORIDA 33156</u>

ARTICLE SEVEN

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

ARTICLE EIGHT

SHAREHOLDER QUORUM AND VOTING

100% 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 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE NINE

SHAREHOLDERS MEETING REQUIRED

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

ARTICLE TEN

COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

ARTICLE ELEVEN

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

ARTICLE TWELVE

DIRECTOR QUORUM AND VOTING

100 % of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100 % 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 100 % of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE THIRTEEN

INDEMNIFICATION

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

**ARTICLE FOURTEEN**

**DIVIDENDS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE FIFTEEN**

**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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 15th day of JULY, 1996.

Joseph L. Alamo  
Incorporator and Subscriber

JOSEPH L. ALAMO  
NAME

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOSEPH L. ALAMO, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of JULY, 1996.

  
My Commission CC328136  
Expires Oct. 23, 1997  
Bonded by ANB  
800-652-5878  
Maria Reyes 7/15/96  
NOTARY PUBLIC

FILED

96 JUL 25 PM 12:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

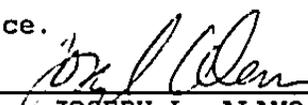
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that JOSEPH L. ALAMO

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (Must be signed by Designated Agent)**

Having been named to accept service of process for the above stated 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   
JOSEPH L. ALAMO  
REGISTERED AGENT NAME