

P96000063083

FILED
 55 JUL 29 AM 11:53
 TALLAHASSEE, FLORIDA

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. THE PALACIO IMPORT 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

401101204354
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 ***122.50 ***122.50

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

W96-15628

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

55 JUL 29 AM 11:19
 DEPARTMENT OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1996

LAZARUS CORPORATE INDUSTRIES
890 SW 87 AVE STE 16
MIAMI, FL 33174

SUBJECT: THE PALACIO IMPORT CORP.
Ref. Number: W96000015628

We have received your document for THE PALACIO IMPORT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00035883

RECEIVED
CORPORATIONS
JUL 27 1996

FILED
96 JUL 29 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PALACIO IMPORT CORP.

ARTICLE I

NAME & ADDRESS:

The name of this corporation is The Palacio Import Corp.
and the address is 2545 West 80th Streer, Bay #7 Hialeah, Fl.
33016

ARTICLE II
DURATION

This corporation is to exist perpetually and it shall
commence its existence on the date of filing of the Articles
of Incorporation with the Secretary of the State of Florida.

ARTICLE III
PURPOSE

The purpose of this corporation is to transact any and all
business permitted under the laws of the United States of
America and the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 500 shares of Common
stock at \$1.00 par value.

Shares may be issued for such consideration, having a value
not less than the par value of the shares issued therefore,
as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for
such consideration as may be determined from time to time by
the board of directors.

The consideration for the issuance of shares or for the
disposal of treasury shares may be paid, in whole or in part
in cash or other property, tangible or intangible, or in
labor or services actually performed for the corporation.
Shares may not be issued until the full amount of the
consideration for which shares are to be issued shall have
been received by the corporation, such shares shall be deemed
to be fully paid and nonassessable.

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 shall be: 2545 West 80th Street, Bay #7 Hialeah, Fl. 33016.

The name of the initial registered agent at the address shall be: Carlos Palacio.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors of this corporation is:

Carlos Palacio Pres/Treas
9443 Fontainebleu Blvd. #103
Miami, Fl. 33172

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter begun a director

or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or any may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact be, or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI
INCORPORATORS

The name and address of the subscriber to these Articles of Incorporation is:

Carlos Palacio
9443 Fontainebleu Blvd. #103
Miami, Fl. 33172

ARTICLE XII
BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new by-laws may be adopted by the shareholders, and the shareholders may prescribe in any by-laws made by them that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII
POWERS

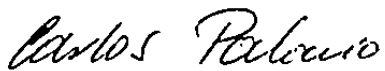
This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

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

ARTICLE XIV
AMMENDMENT

These articles of incorporation may be ammended in the manner provided by law. Every ammendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of July, 1996.



Carlos Palacio

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared Carlos Palacio, known to me to be the one who executed the foregoing Articles of Incorporation and also provided proper identification before signing. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 17th day of July, 1996.

Madeleine D. Longaray

Notary Public
State of Florida at Large

OFFICIAL NOTARY SEAL
MADELEINE D LONGARAY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC230421
MY COMMISSION EXP. SEPT 19, 1996

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS 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 THE PALACIO IMPORT CORP. desiring to be organized under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation, State of Florida,
has named Carlos Palacio as agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

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 provision of said Act.

Carlos Palacio
REGISTERED AGENT

FILED
96 JUL 29 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA