

P96000065087

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

CLERK OF THE CIRCUIT COURT
JULY 1996 - 00000000000000000000
TALLAHASSEE, FLORIDA

Office Use Only

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

1. THALIA DESIGN SPECIALITIES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 9:00

☒ 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

CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

96 AUG - 5 PM 12:16

FILED

ARTICLES OF INCORPORATION

OF

THALIA DESIGN SPECIALTIES, INC.

FILED
26 AUG -5 PM 12:16
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:

THALIA DESIGN SPECIALTIES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of Common stock, all of which are to be of \$1.00 par value each.

The consideration for the issuance of the aforementioned 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 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 and exempt from assessment.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 5333 Collins Avenue, Unit 9J, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is THALIA PUENTE.

ARTICLE VI - DIRECTORS

This Corporation shall have (1) Director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

THALIA PUENTE

5333 Collins Avenue
Unit 9J
Miami Beach, Fla. 33140

ARTICLE VIII - 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 person shall become subject by reason of any action 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 expenses incurred in connection with any claim for 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 exclude 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 party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he 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 at which action upon any such contract or tran-

action 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, any may vote there to authorize any such contract or transaction, with the same force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

THALIA PUENTE	5333 Collins Avenue
	Unit 9J
	Miami Beach, Fla. 33140

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

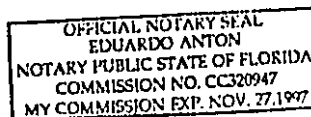
IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation, this 1st day
of August, 1996.

Thalia Puente
THALIA PUENTE

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me
this 1st day of August, 1996, by THALIA PUENTE,
who personally appeared before me at the time of notariza-
tion, and who is personally known to me or who has produced
_____ as identification.

Eduardo Anton
NOTARY PUBLIC



.. CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.034 Florida Statutes, the
following is submitted in compliance with said Act:

THALIA DESIGN SPECIALTIES, INC.

desiring to organize under the laws of the State of Florida,
has named THALIA PUENTE, 5333 Collins Avenue, Unit 9J, Miami
Beach, Florida 33140, accepts service of process within the
State.

ACKNOWLEDGEMENTS:

Having been named as Registered Agent and to accept
service of process for the above stated corporation at the
place designated in this certificate, I hereby accept the
appointment as Registered Agent and agree to act in this
capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obliga-
tions of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Miami, Dade County, Florida, this 1st
day of August, 1996.

BY:

Thalia Puente
THALIA PUENTE
Resident Agent

FILED
95 AUG -5 PM 12:16
CLERK OF DISTRICT COURT
MIAMI, FLORIDA