

P 960000 66434

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

FLORIDA DIVISION OF  
CORPORATIONS  
REGISTRATION  
AND  
QUALIFICATION  
AND  
AMENDMENT  
AND  
REINSTATEMENT  
AND  
DOMESTICATION  
AND  
NONDOMESTICATION  
AND  
LIQUIDATION  
AND  
MERGER  
AND  
NAME RESERVATION  
AND  
FICTITIOUS NAME  
AND  
ANNUAL REPORT  
AND  
PHOTOCOPY  
AND  
CERTIFIED COPY  
AND  
CERTIFICATE OF STATUS

Office Use Only

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

1. FUNDACION DANOSHA, INC.  
(Corporation Name) (Document #)

2. Fundacion Danosha, Inc.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

TALLAHASSEE, FLORIDA  
REGISTRATION  
AND  
QUALIFICATION  
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AMENDMENT  
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REINSTATEMENT  
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AND  
CERTIFICATE OF STATUS

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

<b>NEW FILINGS</b>	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

<b>AMENDMENTS</b>	
<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

<b>OTHER FILINGS</b>	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

<b>REGISTRATION/QUALIFICATION</b>	
<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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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
FUNDACION DANOSHA, INC.

*Florida  
Corporation  
Commissioner  
Miami, Florida*  
The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is: FUNDACION DANOSHA, INC.

ARTICLE TWO

The general purposes for which the corporation is organized are:

1. To operate martial arts gyms. To teach martial arts of different nature.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1000). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FOUR

The street address of the initial registered office of the corporation is: 17230 N. W. 73rd Place, Miami, Fl 33015

The name of its registered agent is JOSE A. FRANCISCO

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be : 1612 West 68th Street, Hialeah, Fl 33014

ARTICLE SIX

This corporation shall have not less than two directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE SEVEN

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
FELIPE A. FRANCISCO	345 W 68th St, Apt 204 HIALEAH, FL 33014	PRESIDENT/TREAS.
JOSE A. FRANCISCO	17230 N. W. 73rd Place MIAMI, FL 33015	VICE-PRES./SEC.

ARTICLE EIGHT

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid therefor, are :

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
FELIPE A. FRANCISCO 345 W 68th St, Apt 204 HIALEAH, FL 33014	500	\$ 500.00
JOSE A. FRANCISCO 17230 N. W. 73rd Place MIAMI, FL 33015	500	\$ 500.00

The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

ARTICLE ELEVEN

If, at any time any of the stockholders desire to sell and dispose of their stock, said stockholder of stockholders shall first offer it in writing to the other stockholders, stating price and terms and give said other stockholders thirty (30) days, if no stockholder has purchased the stock, said stockholder shall have the right to sell to whomever will purchase it for the same sums and prices for which it was offered to the stockholders.

IN WITNESS HEREOF, the incorporator (s) have hereunto set their respective hands and seals this 7th day of August, 19 96.

  
FELIPE A. FRANCISCO

  
JOSE A. FRANCISCO

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST FUNDACION DANOSHA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of County of Dade, State of Florida, has named JOSE A. FRANCISCO 17230 N. W. 73rd Place, Miami, Fl 33015 it's REGISTERED AGENT to accept services of process within this states.

ACKNOWLEDGMENTS:

Having been named to accept services of process for the above stated corporation, at place designated in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
JOSE A. FRANCISCO  
Registered Agent

FLA 50  
56 JUG-9 AMI:45  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA      )  
COUNTY OF DADE      )      SS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared

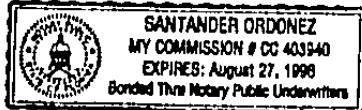
FELIPE A. FRANCISCO and JOSE A. FRANCISCO

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at MIAMI, Dade County, Florida, this 7th day of August, 1996.

  
Notary Public, State of Florida  
at Large

My Commission Expires:



STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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FLORIDA