

P. 960000 66748

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

08/12/96 10:12:10  
\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. HILCAR CORPORATION  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☐ 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

FILED  
96 AUG 12 PM 12:10  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
96 AUG 12 AM 11:13  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
HILCAR CORPORATION

FILED  
96 AUG 12 PM 12:09  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

HILCAR CORPORATION

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including, but not limited, to the following powers:

A) To conduct and operate a business engaged, in any lawful manner, among the things, in the purchasing, leasing or otherwise to acquire all kind of automobiles, trucks, equipments, parts and accessories, and to sale, import, export, convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipments and merchandise, without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for it self and others and to manufacture, purchase or otherwise acquire; and to own mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, ware, merchandise, personal property and services of every class, kind and description.

C) To act as a broker, agent or factor for any person, firm or corporation.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own hold, manage develop, improve, equip, maintain and operate and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to draw, make, accept, endorse, execute and issue promissory notes, draft, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote with such stock.

G) To enter into, make, perform and carry out contracts an arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct to incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts dependencies, colonies or possessions, of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

a) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of the capital with which this corporation may begin business shall not be less than One Hundred Dollars (\$100.00)

**ARTICLE VI**  
**DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The names and mailing addresses of the initial Directors who will hold office until their successors are elected and have qualified are as follows:

<b>Carlos Sainz</b>	<b>919 South West 10<sup>th</sup> Street</b> <b>Miami, Florida 33130</b>
<b>Pedro A. Silva</b>	<b>9345 South West 17<sup>th</sup> Street</b> <b>Miami, Florida 33165</b>

**ARTICLE VII**  
**OFFICERS**

The name, office and address of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<b>Pedro A. Silva</b>	<b>President</b>	<b>9345 South West 17<sup>th</sup> Street</b> <b>Miami, Florida 33165</b>
<b>Carlos Sainz</b>	<b>Vice-President</b>	<b>919 South West 10<sup>th</sup> Street</b> <b>Miami, Florida 33130</b>
<b>Hilda Romano</b>	<b>Secretary</b>	<b>12526 South West 9<sup>th</sup> Terrace</b> <b>Miami, Florida 33174</b>

**ARTICLE VIII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The corporation's Resident agent for service in the State of Florida shall be:

**Pedro A. Silva**

The address of the Registered agent & Principal Office for this Corporation shall be:

9345 South West 17<sup>th</sup> Street  
Miami, Florida 33165

#### ARTICLE IX

#### AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

#### ARTICLE X

#### INCORPORATOR

The name and mailing address of the incorporator is as follows:

Pedro A. Silva

9345 South West 17<sup>th</sup> Street  
Miami, Florida 33165

IN WITNESS WHEREOF, the above-named Incorporator, Directors and Registered Agent has hereunto subscribed their name, this 7<sup>th</sup> day of August 1996.

Pedro A. Silva  
Incorporator, Registered Agent

Pedro A. Silva

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **HILCAR CORPORATION**
2. The name and address of the registered agent and office is:

**Pedro A. Silva**

**9345 South West 17<sup>th</sup> Street  
Miami, Florida 33165**

Pedro A. Silva  
Corporate Officer Signature

8/7/96  
Date

President  
Corporate Title

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 provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Pedro A. Silva  
Registered Agent Signature

8/7/96  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG 12 PM 12:09

FILED

P96000066748

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

090 S.W. 87 AVENUE SUITE: 16  
Address

MIAMI, FLORIDA 33174 (305)552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

000001995100--3  
-11/04/96--01038--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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(Corporation Name) (Document #)

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 NOV -4 PM 2:48  
RECEIVED  
96 NOV -4 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

N. HENDRICKS NOV - 4 1996



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

HILCAR CORPORATION

FILED  
96 NOV -4 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VI - Amended

DIRECTORS

This Corporation shall have one director presently. The number of directors may be increased or diminished from time to time by the by-laws of the Corporation.

The name and mailing address of the Director who will hold office until his successor(s) is/are elected and has/have qualified is as follows:

Carlos Sainz

3939 North West 7<sup>th</sup> Street, Suite 203  
Miami, Florida 33126

ARTICLE VII - Amended

OFFICERS

The name, office and address of the Officers who will serve until the next election or appointment under these Articles of Incorporation are:

Carlos Sainz

President

3939 North West 7<sup>th</sup> Street, Suite 203  
Miami, Florida 33126

Hilda Romano

Vice-president  
Secretary

3939 North West 7<sup>th</sup> Street, Suite 203  
Miami, Florida 33126

ARTICLE VIII - Amended

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident agent for service in the State of Florida shall be:  
Carlos Sainz

The address of the Registered agent's Principal Office for this Corporation shall be:

3939 North West 7<sup>th</sup> Street, Suite 203  
Miami, Florida 33126

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issue shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10/29/96

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ (voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of October, 1996.

Signature X

Pedro A. Silva  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Pedro A. Silva

Typed or printed name

President

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

X C. Sainz (Carlos Sainz)

10/31/96  
DATE