

P. 960000 66758

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

8/12/96 11:12:25

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\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. TELEMARKETING ASSC, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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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 12:25  
TALLAHASSEE, FLORIDA

RECEIVED  
96 AUG 12 AM 11:14  
DIVISION OF CORPORATIONS  
AUG 12 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
TELEMARKETING ASSC., INC.**

FILED

AUG 12 PM 12:25

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

**ARTICLE I**

The name of the corporation shall be TELEMARKETING ASSC., INC. The principal place of business of this corporation shall be 6546 SW 18th Street, Miramar, Florida 33023.

**ARTICLE II**

The Corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III**

The general nature of the business to be carried out by the Corporation as follows:

- 1) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.
- 2) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state.

#### **ARTICLE IV**

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is Five Hundred (500). The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

#### **ARTICLE V**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

#### **ARTICLE VI**

The name and street address of the initial registered agent of the Corporation is:

Olga M. Coronado  
6546 SW 18th Street  
Miramar, Florida 33023

#### **ARTICLE VII**

The names and the post office addresses of the Directors of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the existence of the Corporation or until their successors are elected and qualified are:

Luis R. Zuniga  
6546 SW 18th Street  
Miramar, Florida 33023

President

Olga M. Coronado  
6546 SW 18th Street  
Miramar, Florida 33023

Vice President and Secretary

A Board of Directors consisting of not less than One (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

#### **ARTICLES VIII**

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

#### **ARTICLES IX**

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

#### **ARTICLE X**

The name and addresses of the incorporator is as follows:

Luis R. Zuniga  
6546 SW 18th Street  
Miramar, Florida 33023

#### **ARTICLE XI**

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 subscribers have executed these Articles of Incorporation this 8th day of August, 1996.

  
LUIS R. ZUNIGA

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named registered agent to accept service of process for TELEMARKETING ASSC., INC., at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent.

  
OLGA M. CORONADO

FILED  
96 AUG 12 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000066758

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Requestor's Name

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MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

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LOCAL REPRESENTATIVE TALLAHASSEE

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-10/31/96--01069--027

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<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 31 PM 4:05

FILED

N. HENDRICKS OCT 31 1996

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

TELEMARKETING ASSC., INC.

(present name)

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: (indicate article number(s) being amended, added or deleted)

**ARTICLE VII:** The new Board of Directors will be:

Luis R. Zuniga	President
Olga M. Coronado	Vicepresident
Ed Naranjo	Director
Jose Diaz	Vice-Director

**ADDRESS:** The address of the New Board of Directors will be:  
6546 SW 18th. Street  
Miramar, Florida 33023

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

**ARTICLE V:** The new distribution of the issued shares will be as follow:

Luis R. Zuniga	President	45%
Olga M. Coronado	Vicepresident	45%
Ed Naranjo	Director	5%
Jose Diaz	Vice-Director	5%

**FILED**  
96 OCT 31 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: October 20th, 1996

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 20th day of October, 1996.

Signature ☒ [Signature]

(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)

Luis R. Zuniga

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.

\_\_\_\_\_  
Date