

P 96000079972

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 116
Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

400001957664
-09/26/96--01018--037
****122.50 ****122.50

Office Use Only

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

1. SCARDALE DIET, INC.
(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

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 SEP 26 PM 1:25
 TALLAHASSEE
 FLORIDA
 RECEIVED
 96 SEP 26 AM 11:09
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

of

SCARDALE DIET, INC.

We, the undersigned, hereby associates ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

SCARDALE DIET, INC.

Article II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of commons stock, and which common stock shall be of par value (Shall have a par value of \$1.00 per share). All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by th By-Laws or written agreement amongst the stockholders which shall be on

file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and ^{principal} registered offices of the corporation in the State of Florida shall be 1335 NW 21th Terr. Bay 3, Miami FL 33142 - - - - -.

The Board of Directors may be from time to time move the principal offices to any other address within the State of Florida. The registered agent is: JOSE GREGORIO SOTO-RAMIREZ. Address: 1335 NW 21th Terr., Bay 3, Miami FL 33142 - - - - -

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. A quorum for the holding of a meeting of the

Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOSE GREGORIO SOTO-RAMIREZ	President	2350 NE 135th St Apt 910 N. Miami FL 33181
ALICIA RUFINO	Vice-Pres.	2350 NE 135th St Apt 910 N. Miami FL 33181
TANAY ALONSO	Secretary/ Treasurer	16243 SW 83th St Miami FL 33191

ARTICLE X

~~The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of~~

stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
JOSE G. SOTO-RAMIREZ	2350 NE 135th St Apt 910 N. Miami FL 33181	800	\$ 800.00
ALICIA RUFINO	2350 NE 135th St Apt 910 N. Miami FL 33181	100	100.00
TANAY ALONSO	16243 SW 83th St Miami FL 33151	100	100.00
		<u>1,000</u>	<u>\$1,000.00</u>
		=====	=====

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under § 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

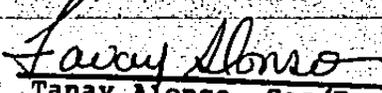
IN WITNESS WHEREOF: We have hereunto set our hands and seals this 25th day of September, 1996.



Jose G. Soto-Ramirez, Pres. (seal)



Alicia Rufino, Vice Pres. (seal)



Tanay Alonso, Sec/Treas. (seal)

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SCARDALE DIET, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with in its principal office at 1335 NW 21th Ter. Bay 3 in the city of Miami, County of Dade, State of Florida, has named JOSE G. SOTO-RAMIREZ, located at 1335 NW 21 Ter Bay 3, in the city of Miami, County of Dade, State of Florida, as its agent to accept services of process within this State.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
JOSE G. SOTO-RAMIREZ	President	2350 NE 135th St. Apt 910 N. Miami FL 33181
ALICIA RUFINO	Vice-Pres.	2350 NE 135th St. Apt 910 N. Miami FL 33181
TANAY ALONSO	Sec.?Treas.	16243 SW 83th St Miami FL 33191

FILED
96 SEP 26 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By Tanay Alonso
Tanay Alonso, Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of Process as the above Florida designated address) in some conspicuous place in office as required by law.

Jose G. Soto-Ramirez Resident Agent