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LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

600001959726
-09/30/96--01038--024
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WILLIAMS EXPRESS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<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

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96 SEP 30 AM 11:14
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
WILLIAMS EXPRESS, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**Article I.
Name**

The name of this Corporation shall be WILLIAMS EXPRESS, INC.

**Article II
Address of Corporation**

The mailing address and principal office location of Corporation shall be :
1577 SW 136th Place
Miami, Florida 33184-0000

**Article III
Nature of Business**

The general nature of the business and the activity to be transacted and carried on by this Corporation, is all deliveries related.

**Article IV
Stock**

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporations shall be as follows :

Designation of Class	Number of Shares	Per Value Per Share
Common Stock	1000	\$.10 Par Value

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

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**Article V
Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows :

Mr. Vicente Hernandez
1577 SW 136th Place
Miami, Florida 33184-0000

**Article VI
Term of Corporate Existence**

This Corporation shall exist perpetually, unless dissolved according to law.

**Article VII
Address of Registered Office and Registered Agent**

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 6320 SW 138CT #101, Miami, Florida 33183. The name of the initial registered agent of the Corporation at the above address shall be Jeannette Rodriguez. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**Article VIII
Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By -Laws.

**Article IX
Initial Board of Directors**

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected, is as follows :

Mr. Vicente Hernandez
1577 SW 136th Place
Miami, Florida 33184-0000

Article X Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Article XI By -Laws

The Board of Directors shall adopt By-Laws for the Corporation. The by-laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

Article XII Indemnification of Directors and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

Article XIII Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

Article XIV Amendment

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted :

WILLIAMS EXPRESS., INC ., desiring to organize as a corporation under the laws of the State of Florida, has designated 6320 SW 138CT #101, Miami, Florida 33183, as its initial Registered Office and has named Jeannette Rodriguez, located at said address, as its initial Registered Agent.

By: 
Vicente Hernandez
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment , and agrees to comply with the provisions of Florida Section Section 48.091 relative to keeping open said office.

By: 
Jeannette Rodriguez
Registered Agent

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 21st day of August, 1996.

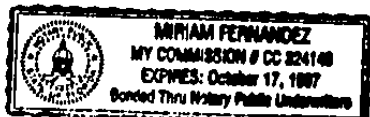
Vicente Hernandez (SEAL)
Vicente Hernandez
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 21st day of August, 1996, by VICENTE HERNANDEZ who is personally know to me (YES) (NO) or who produced, Miami, Florida DL# _____ as identification and who (did) (did not) take an oath.

Miriam Fernandez
Notary Public
State of Florida at Large

Miriam Fernandez
Print Name of Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: WILLIAMS EXPRESS, INC.

2. The name and address of the registered agent and office is:

JEANNETTE RODRIGUEZ
(NAME)

6320 SW 138CT #101
(P.O. BOX ~~NOT~~ ACCEPTABLE)

MIAMI, FLORIDA 33183
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 08/09/96