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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

Office Use Only

FILED  
96 OCT -9 PM 1:42  
TALLAHASSEE, FLORIDA

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

1. THE NOBLE HOUSE INTERNATIONAL, INC.  
(Corporation Name) (Document #)

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

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

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

☒ Walk in

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☐ 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

RECEIVED  
96 OCT -9 AM 11:45  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**THE NOBLE HOUSE INTERNATIONAL, INC.**

**FILED**  
**96 OCT -9 PM 1:42**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I-NAME**

The name of this corporation is **THE NOBLE HOUSE INTERNATIONAL, INC.**

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE VI-CAPITAL STOCK**

This Corporation is authorized to issue **100 shares at \$1.00** par value common stock.

**ARTICLE V- RIGHT UPON LIQUIDATION OR DISSOLUTION**

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

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which is offered to others.

#### ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial <sup>Prime Office</sup> registered office of this corporation is: 19361 N.W. 56 Place, Miami, Florida 33055.

The name of the initial registered agent of this corporation at that address is: MANUEL VAZQUEZ.

#### ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of director may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than Two. The names and addresses of the initial directors of this corporation are:

<u>MANUEL VAZQUEZ, President,</u>	<u>19361 N.W. 56 Place</u>
<u>Secretary</u>	<u>Miami, Florida 33055</u>
<u>ALDO FLEITES, Vice President</u>	<u>6450 Thomas Street</u>
<u>Treasurer</u>	<u>Hollywood, Florida 33024</u>

#### ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>MANUEL VAZQUEZ</u>	<u>19361 N.W. 56 Place</u>
	<u>Miami, Florida 33055</u>
<u>ALDO FLEITES</u>	<u>6450 Thomas Street</u>
	<u>Hollywood, Florida 33024</u>

#### ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the share holders.

#### **ARTICLE XI-RESTRICTIONS**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

**MANUEL VAZQUEZ** .....50 Shares

**ALDO FLEITES** .....50 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII-CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII-CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

#### **ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of

shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the shareholders.

**ARTICLE XV-AMENDMENT**

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 4 day of October, 1996.

Manuel Vazquez  
MANUEL VAZQUEZ  
Aldo Fleites  
ALDO FLEITES

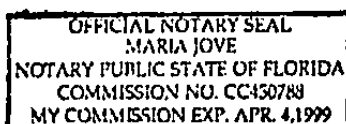
STATE OF FLORIDA     )  
                              ) S.S.  
COUNTY OF DADE     )

BEFORE ME, an officer duly authorized in the States aforesaid and in the County aforesaid, to take acknowledgments, personally appeared MANUEL VAZQUEZ and ALDO FLEITES to me known to be the persons described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 4th day of October, 1996.

Maria Jove  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:



Pursuant to the provision of section 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.

- 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.

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of October, 1996, by MARCIA JONES of Miami, Florida.

FILED  
OCT - 9 PM 1:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

