

96000085879

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

090 S.W. 07 AVENUE SUITE 16  
Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

STATE OF FLORIDA  
TALLAHASSEE  
10/17/96 11:05 AM  
11122150 11122150

Office Use Only

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

1. GONZALEZ RUBIO INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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  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

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96 OCT 17 AM 11:06  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

GONZALEZ RUBIO INC.

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96 OCT 17 PM 1:37  
TALLAHASSEE, FLORIDA

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

GONZALEZ RUBIO INC.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That GONZALEZ RUBIO INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name BLANCA L. RUBIO at 5501 N.W. 7TH STREET # 219B as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Blanca Lillian Rubio - Gonzalez  
BLANCA L. RUBIO  
Registered Agent

#### ARTICLE V

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

5501 N.W. 7TH STREET # 219E

MIAMI, FLORIDA 33126

#### ARTICLES VI

##### DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have two (2) Director(s) initially.

The name and address of the initial Directors of this Corporation are:

<u>NAME</u>		<u>ADDRESS</u>
JOSE E. GONZALEZ	PRESIDENT	5501 N.W. 7TH STREET # 219E MIAMI, FL 33126
BLANCA L. RUBIO	VICE-PRES	5501 N.W. 7TH STREET # 219E MIAMI, FL 33126

#### ARTICLES VII

#### INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
JOSE E. GONZALEZ	50% SHARES	5501 N.W. 7TH STREET # 219E MIAMI, FL 33126
BLANCA L. RUBIO	50% SHARES	5501 N.W. 7TH STREET # 219E MIAMI, FL 33126

#### ARTICLES VIII

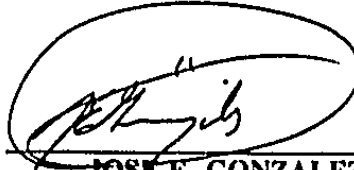
#### INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

**ARTICLE IX**

**BYLAWS**

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.



**JOSE E. GONZALEZ  
PRESIDENT**



**BLANCA L. RUBIO  
VICE-PRES**

WITNESS: My hand and official seal this 15th day of OCTOBER 1996, at \_\_\_\_\_, County of Dade, State of Florida



NOTARY PUBLIC STATE OF  
FLORIDA AT LARGE

My commission expires



OFFICIAL NOTARY SEAL  
JESUS A. RUBIALCABAL  
COMMISSION NO. 0039007  
MY COMMISSION EXPIRES JULY 3, 1998

**FILED**  
96 OCT 17 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA