

P96000086648

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

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

1. BERENGUER INSURANCE 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

TALLAHASSEE, FLORIDA

OCT 21 PM 1:36

FILED

SN OCT 18 1996

Examiner's Initials

October 17 ,1998

Secretary of State  
Tallahassee, Florida

Re: Incorporation of  
BERENGUER INSURANCE, INC.

Gentlemen:

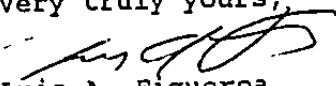
Enclosed please find original and copy of proposed Articles of Incorporation of the above captioned corporation.

Also we are sending our check in the sum of \$122.50 representing.

a)	Filing Fee	\$35.00
b)	Certified Copy	\$52.50
c)	Resident Agent	\$35.00

I will appreciate your providing us with a certified copy of the Articles of Incorporation.

Very truly yours,

  
Luis A. Figueroa.

FILED  
93 OCT 21 PM 1:35  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation is  
  
BERENGUER INSURANCE INC.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

#### ARTICLE FOUR

#### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial <sup>Principal</sup> Registered Office of this corporation is 2801 Ponce de Leon Blvd Suite 200  
Coral Gables, Florida 33134

and the name of the Initial Registered Agent of this corporation at the address is \_\_\_\_\_

J.M. BERENGUER JR.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially ONE Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than ONE. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

JOSE M. BERENGUER JR

1111 Crandon Blvd, Apt-C-501

Key Biscayne, Fl. 33149

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## ARTICLE SEVEN

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal ny By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

## ARTICLE EIGHT

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

## ARTICLE NINE

### SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN  
APPROVAL OF SHAREHOLDERS REQUIRED  
FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN  
DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority Board of the Directors present and voting, shall be the act of the Board of Directors.


ARTICLE TWELVE  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE THIRTEEN  
AMENDMENT


This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these articles of incorporation this 17 day of October, 1996 .

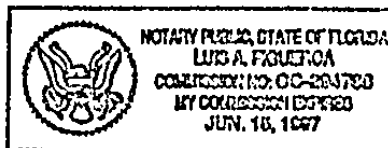
  
~~Incorporator and Subscriber~~  
JOSE M. BERENGUER JR.  
1111 Crandon Blvd. Apt C-501  
Key Biscayne, Florida 33149

STATE OF FLORIDA       }  
                                  } SS:  
COUNTY OF DADE       }

The foregoing instrument was acknowledged before me this  
17 day of October 1996 by JOSE M. BERENGUER JR.  
who is personally known to me ~~or who has produced~~  
\_\_\_\_\_ as identification and who  
did (did not) take an oath).

  
\_\_\_\_\_  
LUIS A. FIGUEROA

\_\_\_\_\_  
NOTARY PUBLIC





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- That BERENGUER INSURANCE INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the articles of incorporation  
at City of Coral Gables, County of Dade, State of  
Florida, has named J.M. BERENGUER JR. located at  
2801 Ponce de Leon Blvd. <sup>/Suite 270</sup> City of Coral Gables, County of  
Florida, State of Florida, as its agent to accept service of  
process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above  
stated 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: J.M. Berenguer Jr.

(Resident Agent)

J.M. BERENGUER JR.

FILED  
96 OCT 21  
PM 1:35  
TALLAHASSEE, FLORIDA