

P 96000086651

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. GEMROSE 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

96 OCT 21 PM 1:43

FILED

DIVISION OF CORPORATIONS

96 OCT 21 PM 10:31

RECEIVED

CERTIFICATE OF INCORPORATION
COPY OF ARTICLES OF INCORPORATION

FILED
OCT 21 PM 1:43
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this Corporation shall be:

GEMROSE INC.

ARTICLE TWO
NATURE OF BUSINESS

GENERAL ENTERPRISES

This Corporation may engage in any activity or business permitted under the laws of the state of Florida and the law of the United States of America.

ARTICLE THREE
TERMS AND EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the State of Florida. The date on which Corporate existence shall begin is : date of Incorporation.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than. **TWENTY THOUSAND DOLLARS**
or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director and never less than three Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The name and addresses of Initial Directors are:

GERMAN E. UJUETA

5908 N.W. 81 Ave. TAMARAC. FL.33321

AURA ROSA ANGULO

5908 N.W. 81 Ave. TAMARAC. FL. 33321

ARTICLE SEVEN
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of Directors shall be elected annually.

ARTICLE EIGHTH
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE NINE
CAPITAL STOCK

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

ONE HUNDRED SHARES COMMON STOCK
ONE HUNDRED SHARES SPECIAL STOCK

- A. Designation: The stock of this Corporation shall be known as Common Stock and Special Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: **ONE HUNDRED**
- C. Part Value: Each share of Common Stock shall have the par value of: **TEN DOLLARS**
- D. Consideration: Shares of Special Stock may be issued in exchange for cash, real property, labor or services rendered or any combination, 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 fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation .

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. 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.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of 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 obligations.

ARTICLE TEN SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorizes, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;
Required percentage: 51 %
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;
Required percentage: 51 %
3. Merge or consolidation of this corporation into or with any other Corporation
Required percentage: 51 %
4. Voluntary dissolution of this Corporataion;
Required percentage: 51 %

PRE-EMPTIVE RIGHTS

No Holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness

debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, anyhereof, on the same terms or on any terms, all preemptive of preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE ELEVEN
REGISTERED AGENT

The registered Agent and the Registered Office of this Corporation shall be:

GILBERTO R. GARCIA (U.S.A. CITIZEN)
5908 N.W. 81 Ave. TAMARAC. FL. 33321

SUSCRIBER AND INITIAL DIRECTOR
AND INITIAL PRINCIPAL OFFICE.

The undersigned individual, a person competent to contract, executes this certificate of Incorporation as its sole suscriber and Director, the undersined individual shall hold office as a Director until his successors have qualified following their election appoiment. The street address in Florida of the principal office shall be:

GILBERTO R. GARCIA
5908 N.W. 81 Ave. TAMARAC. FL. 33321

The suscriber Director

IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER DOES MAKE SUSCRIBED ACKNOWLEDGE, AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAW OF THE STATE OF FLORIDA.

DATED 10/03/96



GILBERTO R. GARCIA
REGISTER AGENT

State of Florida, County of Dade, City of **MIAMI**

STATE OF FLORIDA)
DADE COUNTY)

BEFORE ME, undersigned authority, personally appeared.
GILBERTO R. GARCIA to well known to me to be the individual described
in and who executed the forgoin Certificate of Incorporation and who acknowledge before me that the
same executed for the purpose therein expresses.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal at City of, **MIAMI** , **DADE**
County of State of Florida.

DATED: 10/03/96

Angel Ramirez-Canto
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRE:
MARCH / 16 / 1997

CERTIFICATE OF DESIGNATION
REGISTER AGENT / REGISTERED OFFICE

PERSUANT TO THE PROVISION OF SECTION 607.325 FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTER OFFICE / REGISTER AGENT, IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS : **GEMROSE INC.**

2- THE NAME AND ADDRESS OF THE REGISTER AGENT AND OFFICE IS:
GILBERTO R. GARCIA 5908 N.W. 81 AVE. TAMARAC. FL. 33321

SIGNATURE: _____



Corporate Officer

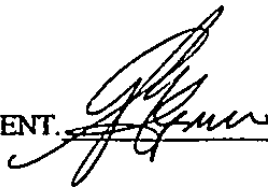
TITLE: **REGISTER AGENT**

DATE: **10/03** 199**6**

FILED
20 OCT 21 PM 1:43
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVES TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECCTION 607.325, FLORIDA STATUS.

SIGNATURE:
REGISTER AGENT. _____



DATE: **10/03** 199**6**