

P. 96000088985

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

GOVERNMENT 46-4
-10/29/96--01098--014
****122.50 ****122.50

Office Use Only

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

1. SOL BRASIL DISTRIBUTORS INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 5:00 P.M.

☒ 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

FILED
OCT 29 PM 2:24
TALLAHASSEE, FLORIDA
OCT 29 11:13
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

SOL BRASIL DISTRIBUTORS INC.

FILED
MAY 29 PM 3:23

FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the statute of the State of Florida providing for the formation right, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

THE NAME OF CORPORATION SHALL BE: SOL BRASIL DISTRIBUTORS INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 share of common stock, and which common stock ~~shall have a par value of \$ 1.00~~ - (Shall have a par value of \$ 1.00 per share).

All stock is to be issued as fully paid and exempt from assesment.

ARTICLE IV

The pledge, sale transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all election of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal offices of the corporation in the State of Florida shall be 9444 S.W. 140 CT.

MIAMI, FL 33186. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: ROBERTO C. NEGRAO. Address: 9444 S.W. 140 CT. MIAMI, FL 33186

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ROBERTO C. NEGRAO	PRESIDENT/SECRETARY	9444 S.W. 140 CT. MIAMI, FL 33186
CRISTINA M. FERNANDES	VICEPRESIDENT/TREASURER	9444 S.W. 140 CT. MIAMI, FL 33186

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
ROBERTO C. NEGRAO	9444 S.W. 140 CT. MIAMI, FL 33186	250	\$ 250.00
CRISTINA M. FERNANDES	9444 S.W. 140 CT. MIAMI, FL 33186	250	\$ 250.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this
25TH day of OCTOBER, 1996.

Roberto C. Negro (SEAL)
ROBERTO C. NEGRAO - PRESIDENT/SECRETARY

Cristina M. Fernandes (SEAL)
CRISTINA M. FERNANDES - VICEPRESIDENT/TREASURER

____ (SEAL)

STATE OF FLORIDA;
COUNTY OF DADE

I hereby certify that this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, ROBERTO C. NEGRAO AND

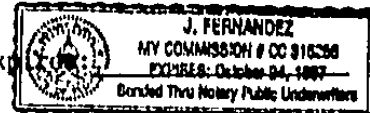
CRISTINA M. FERNANDES,

to me well known to be persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: my hand and official seal this 25TH day of OCTOBER, 1996, at MIAMI, County of DADE, State of Florida.


Notary Public, State of Florida at Large

My Commission Expires



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: SOL BRASIL DISTRIBUTORS INC.

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

ROBERTO C. NEGRAO

9444 S.W. 140 CT.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FL 33186

(CITY/STATE/ZIP)

SIGNATURE

Roberto C. Negro

(Corporate Officer)

TITLE

PRESIDENT/SECRETARY

DATE

10/25/96

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Roberto C. Negro

(Registered Agent)

DATE

10/25/96

LAW OFFICE OF
ACELO I. PEDROSO
ATTORNEY AND COUNSELOR AT LAW

TELEPHONE
(305) 381-1106
(305) 381-9188

FAX
(305) 381-9194

June 3, 1997

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

600002223716--2
-06/26/97--01049--007
*****35.00 *****35.00

Re: Amendment Articles of Soultions Entertainment
& Sol Brasil

Dear Madam or Sir:

I am herewith enclosing Articles of Amendment to the above-referenced corporations with two separate checks for the corresponding filing fees.

Please direct any inquiry to this office if there is any problem.

Sincerely,


Acelo I. Pedroso

AIP/lb

enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 11 PM 3:08

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 2, 1997

ACELO I. PEDROSO
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FL 33131

SUBJECT: SOL BRASIL DISTRIBUTORS INC.
Ref. Number: P96000088985

We have received your document for SOL BRASIL DISTRIBUTORS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 597A00034668

ARTICLES OF AMENDMENT
- of -
Sol Brasil Distributors, Inc.

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

ARTICLE VII
OFFICERS and DIRECTORS

The name and address of the new registered agent of this corporation is:

Cristina M. Fernandes
9444 S.W. 140th Ct.
Miami, Florida 33186

ARTICLE IX
OFFICERS and DIRECTORS

The name and address of the new officer and director of this corporation is:

President/Vice-President/ Secretary/Director

Cristina M. Fernandes
9444 S.W. 140th Ct.
Miami, Florida 33186

ARTICLE X
STOCKHOLDER

The name and address of the new sole stockholder, by virtue of a written transfer of stock, is:

Cristina M. Fernandes
9444 S.W. 140th Ct.
Miami, Florida 33186

The foregoing amendment was adopted by the affirmative vote of the incorporators and initial shareholders, Roberto C. Negrao and Christina M. Fernandes, in accordance with Florida Statutes Section 607.181(1) and (2) on April 3, 1997 when the incorporator and initial shareholder transferred all stock (500 initial shares) in the corporation to Christina M. Fernandes.

IN WITNESS WHEREOF, we the undersigned have hereunto executed these

APPROVED
AND
FILED
7 JUN 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment at Miami, Dade County, Florida, this 4th day of April, 1997.

By Roberto C. Negrão
Roberto C. Negrão

Corporate Seal

By Christina M. Fernandes
Christina M. Fernandes

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

On this day personally appeared before me, the undersigned authority duly authorized to administer oaths, the above-named parties, Roberto C. Negrão, Incorporator and Christina M. Fernandes, who being duly sworn and who produced FLOR INC. #160-733-66-2458 as identification, depose and state that they have read the foregoing Articles of Amendment of the Articles of Incorporation of Sol Brasil Distributors, Inc., and that the statements contained therein are true and correct.

SWORN TO AND SIGNED before me this 4th day of April, 1997.

Gloria Doyharzabal Martinez
NOTARY-PUBLIC - STATE OF FLORIDA
GLORIA DOYHARZABAL MARTINEZ
Print Name
My Commission Expires:

GLORIA DOYHARZABAL MARTINEZ



COMMISSION # CG 528457
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

Presented by Acelo I. Pedroso, Attorney at Law
Florida Bar No.: 915815
169 East Flagler Street, Suite 1527
Miami, Florida 33131

ADDENDUM TO ARTICLES OF AMENDMENT FOR SOL BRASIL DISTRIBUTORS, INC.

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

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

Sol Brasil Distributors, Inc., in accordance with the Articles of Amendment, filed with the Secretary of State under referenced number P96000088985, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **Christina M. Fernandes, 9444 S.W. 140th Court, Miami, Florida 33186** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 *Christina M. Fernandes*
Christina M. Fernandes
Registered Agent

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 APR 11 PM 3:09

APPROVED
AND
FILED