

P96000089253

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. FCS SERVICES CORP.  
(Corporation Name) (Document #) 60
2. FEC S&D & Associated 200001984972--6  
(Corporation Name) (Document #) 10724796-01127-015  
\*\*\*\*122.50 \*\*\*\*122.50
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

W46-22687

8N OCT 30 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

October 24, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE. 16TH AVE.  
MIAMI, FL 33174

SUBJECT: FCS SERVICES, CORP.  
Ref. Number: W96000022689

We have received your document for FCS SERVICES, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 196A00049243

RECEIVED  
OCT 27 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
FEC S&D ASSOCIATED, CO.

RECORDED  
NOV 10 1960  
TALLAHASSEE, FLORIDA

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

Article I - Name

The name of this corporation is FEC S&D ASSOCIATED, CO.

Article II - Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III - Purpose

This corporation is organized for the following purposes: Import and export of lawful goods of any kind and for the purpose of transacting any or all other lawful businesses permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock which shall be designated "Common Shares" and 0 shares of preferred shares (\$0) per share par value, which shall be designated "Preferred Shares".

Article V - Incorporators

The names and street addresses of the incorporators to these Articles of Incorporation are:

Elba Moreno de Cuevas

Reparto Miraflores #9  
Managua, Nicaragua.

Fernando J. Cuevas

Aida 122, Colonia San Angel  
01060 Mexico, D.F., Mexico.

Rafael J. Cuevas	708 SW 97TH CT CIR - Miami, FL 33174
Mauricio J. Cuevas	700 SW 97 CT CIR - Miami, FL 33174
Alberto J. Cuevas	1360 Edmore Ave - Rowland Height, CA 91748
Bernardo J. Cuevas	1360 Edmore Ave - Rowland Height, CA 91748
Elba M. Cuevas	1360 Edmore Ave - Rowland Height, CA 91748
Guillermo J. Cuevas	14728 Balgown Rd - Miami Lake, FL 33016
Luisa M. Leche	11211 South Military Trail Apt. #3612 Boyton Beach, FL 33436
Eduardo J. Cuevas	3303 South Archibald Ave Apt. #318 Ontario, CA 91761

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of October, 1996.



Signature

#### Article VI - Preferences, Limitations and Relative Rights of Shares of Capital Stock

##### Section 1. Dividends.

The holders of record of the Preferred shares shall be entitled to cash dividends when and as decided by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment prior to the making or other distribution on the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

##### Section 2. Rights 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 outstanding Preferred

Shares shall be entitled to be paid \$0 for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends and no more. After payment to the holders of Preferred Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

#### Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### Articles VII - Designation of Series

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;

#### Par Value

4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

### Article VIII - Initial Registration Office and Agent

The street address of the initial <sup>principal</sup> registered office of the corporation is 708 SW 97TH CT CIR, Miami, Florida 33174 and the name of the official registered agent of this corporation at that address is Luisa M. Leche.

#### Article XI - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article X - Initial Board Of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Rafael J. Cuevas	708 SW 97TH CT CIR - Miami, FL 33174
Mauricio J. Cuevas	708 SW 97TH CT CIR - Miami, FL 33174
Eduardo J. Cuevas	3303 South Archibald Ave Apt #318 Ontario, CA 91761
Luisa M. Leche	11211 South Military Trail Apt. #3612 Boyton Beach, FL 33436

#### Article XI - By-Laws

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

#### Article XII - Registrations on Transfer of Stock

Share of capital stock of this corporation shall be initially to the following persons and in the amounts set opposite their names:

Elba Moreno de Cuevas	100 shares
Fernando J. Cuevas	100 "
Rafael J. Cuevas	100 "
Alberto J. Cuevas	100 "
Eduardo J. Cuevas	100 "
Guillermo J. Cuevas	100 "

Bernardo J. Cuevas	100	"
Elba M. Cuevas	100	"
Mauricio J. Cuevas	100	"
Luisa M. Leche	100	"

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons 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 XIII - Cumulative Voting

At each election for directors every 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 XIV - Calling of Special Meetings

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

#### Article XV - Shareholders Quorum and Voting

Fifty One Percent (51%) 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 Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### Article XVI - 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 XVII - Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

#### Article XVIII - Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### Article XIX - Powers

This corporation shall have the corporate power:

- (a) To have perpetual secession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain, and defend in its name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell,, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.141.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose



of, and otherwise use and deal in and with, shares or other interest in, or obligation of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### Article XX - Directors Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### Article XXI - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

#### Article XXII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

#### Article XXIII - 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 subscriber has executed these articles of incorporation this 20<sup>th</sup> day of October, 1996.



Luisa M. Leche

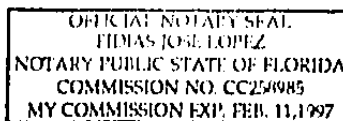
STATE OF Florida

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Luisa M. Loche know to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of Oct., 1996.

  
Notary Public, State of Florida at Dade



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

1. The name of the corporation is FEC S&D ASSOCIATED, CO.

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

Luisa M. Leche

708SW 97 CT CIR

Miami, Florida 33174-1987

FILED  
96 OCT 30 AM 11:10  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at 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.

L M Leche C  
Signature

10/20/96  
Date