

P96000091668

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

200001580072-18  
-11/07/96--01039--021  
\*\*\*\*\*70.75 \*\*\*\*\*70.75

Office Use Only

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

1. A EXCLUSIVE PAINT & BODY SHOP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 2:00

☐ Will wait

☐ Photocopy

☐ Certified Copy

☒ 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

95 NOV -7 PM 12:16

FILED

Dmc 11/7/96

**ARTICLES OF INCORPORATION**  
**OF**  
**A EXCLUSIVE PAINT & BODY SHOP, INC.**

FILED  
96 NOV -7 PM 12:16  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is A EXCLUSIVE PAINT & BODY SHOP, INC, (hereinafter, "Corporation")

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1470 NORTHWEST 21 STREET  
MIAMI, FLORIDA 33142

**ARTICLE III - PURPOSE OF CORPORATION**

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

**ARTICLE IV - CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem

advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE V - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S. Corporation, each share of stock issued by this Corporation shall contain the following legend;

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE VI - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE VII - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this Corporation is as follow:

Adolfo E. Iglesias.  
12010 Southwest 97th Street  
Miami, Florida 33186-2606

#### **ARTICLE IX - INCORPORATOR(S)**

The name and street address of the incorporator(s) of this Corporation is:

**EVELIO CUBA**  
405 SOUTHWEST 123TH AVENUE  
MIAMI, FLORIDA 33184

**LEONARDO DE ARMAS**  
12484 SOUTHWEST 17 LANE  
MIAMI, FLORIDA 33145

#### **ARTICLE X - OFFICER(S)**

The director(s) and officer(s) of the Corporation shall be:

Director(s). **EVELIO CUBA - DIRECTOR**  
405 SOUTHWEST 123 AVENUE  
MIAMI, FLORIDA 33184

**LEONARDO DE ARMAS - DIRECTOR**  
12484 SOUTHWEST 17TH LANE  
MIAMI, FLORIDA 33145

Officor(s):

Prosidnt:

Vico-President:

Secretary:

Treasuror:

### ARTICLE XI - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, ammend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

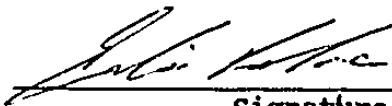
### ARTICLE XII - EFFECTIVE DATE

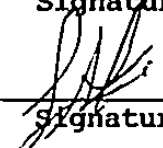
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE XIII - AMENDMENT

The Corporation reserves the right to ammend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

### ARTICLE XIV - SIGNATURE(S) AND DATE

 11-6-96  
Signature

 11-6-96  
Signature

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 NOV -7 PM 12:16

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:

A EXCLUSIVE PAINT & BODY SHOP, INC

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

ADOLFO E. IGLESIAS  
(NAME)

12010 S.W. 97 STREET  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FL. 33186  
(CITY/STATE/ZIP)

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

Adolfo E. Iglesias  
(SIGNATURE)

11-6-96  
(DATE)

P96000091668

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/03/97--01080--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

February 28, 1997

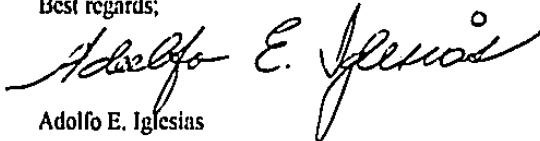
As per your instructions, I'm sending you the information requested;

Adolfo E. Iglesias  
12010 S.W. 97<sup>th</sup> Ave.  
Miami, Florida 33186

Phone # 305-275-0104

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance.

Best regards;

  
Adolfo E. Iglesias

97 APR -8 PM12:41  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
FBI

*Amend*

TLL 'APR 8 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1997

ADOLFO E. IGLESIAS  
12010 S.W. 97TH AVE.  
MIAMI, FL 33186

SUBJECT: A EXCLUSIVE PAINT & BODY SHOP, INC.  
Ref. Number: P96000091668

We have received your document for A EXCLUSIVE PAINT & BODY SHOP, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment cannot be adopted by the shareholders and board of directors.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 397A00011355

RECEIVED  
97 APR - 7 AM 8:04  
DIVISION OF CORPORATIONS



**CERTIFICATE OF AMENDMENT**

RECEIVED  
DIVISION OF CORPORATE AFFAIRS  
97 APR -8 PM 12:41

**A EXCLUSIVE PAINT & BODY SHOP, INC.**

A EXCLUSIVE PAINT & BODY SHOP INC., a Corporation of the State of FLORIDA whose registered office is located at 1470 N. W. 21st STREET, MIAMI FL 33142, certifies pursuant to the provisions of section 607.1006, Florida Statutes, that at a meeting of the stockholders of said Corporation called for the purpose of amending the articles of incorporation, and held on February 28, 1997, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE X of the Articles of Incorporation is to be amended to read as follows:

**ARTICLE X - OFFICER(S)**

The director(s) and officer(s) of the Corporation shall be:  
Director(s).

EVELIO CUBA - DIRECTOR  
(OWNER OF 33 1/3 OF ALL SHARES)  
405 SOUTHWEST 123TH AVENUE

MIAMI, FLORIDA 33184


LEONARDO DE ARMAS - DIRECTOR  
(OWNER OF 33 1/3 OF ALL SHARES)  
12484 SOUTHWEST 17TH LANE  
MIAMI, FLORIDA 33145

HUGO FIGUEROA - DIRECTOR  
(OWNER OF 33 1/3 OF ALL SHARES)  
100 PACIFIC AVENUE  
COLLINSWOOD, NEW JERSEY 08108

This amendment was adopted on February 28, 1997.


Signed on February 28, 1997

Signature

  
EVELIO CUBA - PRESIDENT  
Printed Name

DIRECTOR  
Title

Signature

  
LEONARDO DE ARMAS  
Printed Name

DIRECTOR  
Title

Signature

  
HUGO FIGUEROA  
Printed Name

DIRECTOR  
Title