

P96000092895

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. SA-BOR TROPICAL DISTRIBUTORS, INC.
(Corporation Name) (Document #)

2. Translata: Distributors Tropical Flavor, Inc.
(Corporation Name) (Document #)

3. _____ 200002002622--3
(Corporation Name) (Document #) -11/13/96--TALLAH--012
***122.50 ***122.50

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

ARTICLES OF INCORPORATION
OF
SA-BOR TROPICAL DISTRIBUTORS, INC.

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporations, for profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be: SA-BOR TROPICAL DISTRIBUTORS, INC.

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is One Thousand (1000) shares of common stock at \$ 2.00**
(Two Dollars) per share.

ARTICLE - V Principal

mo The post office address of the initial registered office of this corporation in the State of Florida is: 8410 N.W. 66th St. Miami, Fl. 33166

The name of the initial registered agent at such address is:
MIGUELQUINONES

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE - VII

The Board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

<u>BOARD OF DIRECTORS</u>		<u>ADDRESS</u>
Miguel Quinones	(Treasurer)	13861 S.W. 36th St. Miami Fl. 33175
Miguel L. Garcia	(President)	13291 S.W. 17 Ln #2, Miami, Fl. 33175
Oscar Vega	(Secretary)	2710 West 10 Av. #8, Hialeah, Fl. 33010
Miguel A. Quinones Sr.	(Vice-President)	8245 S.W. 45 St. Miami, Fl. 33144

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
MIGUEL QUINONES	13861 S.W. 36th St. Miami, Fl. 33175	250

ARTICLE - IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE - X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

Preemptive rights (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this
25 day of November, 19 96.

Miguel Quinones

STATE OF FLORIDA ()
COUNTY OF DADE (SS)

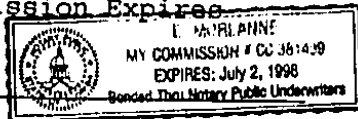
BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared:
Miguel Quinones

Who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal
a Miami, Dade County Florida, this 15 day of November, 19 96

E. J. [Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires



CERTIFICATE DESIGNATING CHANGE 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
is submitted, in compliance with said Act:

First-That SA-BOR TROPICAL DISTRIBUTORS, INC.
qualified to do business under the laws of the State of
Florida with its principal office at 8410 N.W. 66th St.
of Miami State of Florida
has appointed Miguel Quinones

(Street address and number of building, Post Office
Box of acceptable).

City of MIAMI County of Dade
State of, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT: (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 Miguel Quinones
(Registered Agent)

53 NOV 13 PM 1:37

5744 1670

FILE
STATE OF FLORIDA
TALLAHASSEE

P96000092895

JIM E. SOLOMON & ASSOCIATES, P.A.

SUITE 207-208 • CYPRESS BEND PLAZA

1180 SOUTH POWELL LINE ROAD

POMPANO BEACH, FLORIDA 33069

AREA CODE 305

TELEPHONE 971-0111 • 971-8083

TELECOPIER 971-1871

December 20, 1996

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002041546--3
-12/30/96--01088--007
*****35.00 *****35.00

Re: Corporate Name Change

Dear Sir or Madam:

Enclosed for filing is the original Articles of Amendment to Articles of Incorporation for Sa-Bor Tropical Distributors, Inc. changing its name to Sa-Bor Tropical Distributors of Miami, Inc.

Please find attached to the Amendment a check in the amount of \$35.00, together with a stamped, self-addressed envelope for your convenience in returning the acknowledgment to this Office.

If you have any questions concerning the above, please do not hesitate to contact the undersigned.

Your assistance is very much appreciated.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: _____
Beverly J. Hosek, CLA

JES:bjh
Enclosures

SH/KO
NC

FILED
96 DEC 30 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SA-BOR TROPICAL DISTRIBUTORS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I. - NAME

The name of the Corporation shall be changed from Sa-Bor Tropical Distributors, Inc. to SA-BOR TROPICAL DISTRIBUTORS OF MIAMI, INC., effective upon the filing of an Amendment to the Articles of Incorporation.

FILED
95 DEC 30 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 20, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of December, 19 96

Signature X Miguel L Garcia
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) MIGUEL L. GARCIA, Director, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MIGUEL L. GARCIA

Typed or printed name

Director - President

Title