

P96000097430

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

000002018230--8
-12/03/96--01124--017
*****78.75 *****78.75

Office Use Only

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

- \$ 9.99 OR LESS SHOES, INC.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
96 DEC -3 11:11:58
TALLAHASSEE, FLORIDA

- 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

RECEIVED
96 DEC -3 11:11:58

**ARTICLES OF INCORPORATION
OF
\$9.99 OR LESS SHOES, INC.**

FILED
96 DEC -3 AM 11:56

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

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be : **\$9.99 OR LESS SHOES, INC.**

The initial place of business and the mailing address of this corporation shall be:

18999 Biscayne Blvd, Suite 205
North Miami Beach, Florida 33180

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in the business of importing, exporting, retailing, and wholesale of shoes and other general merchandise. In addition, this corporation may also engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock of par value of One Dollar (\$1.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

Prepared by: Joseph Y. Leung, CPA, 18999 Biscayne Blvd, Suite 205, NMB, Fl 33180
(305)933-9515

ARTICLE VI - INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

ARTICLE VII - SPECIAL PROVISIONS

- (a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificate of indebtedness, noted or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class.
- (b) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice President, an Assistant Secretary, and Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.
- (c) The stockholders may, in their discretion choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the corporation.
- (d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also director of such subsidiary or controlled corporation.

ARTICLE VIII - FIRST BOARD OF DIRECTOR AND OFFICER

The names and address of the members of the first board of directors and officers of the corporation are:

Siu Keung Wong - President/Director
Heung Fung Wong - Secretary/Treasurer

18999 Biscayne Blvd, Suite 205
North Miami Beach, Florida 33180

ARTICLE X - INCORPORATOR

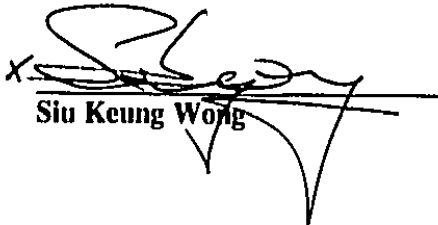
The name and address of the Incorporator of these Articles of Incorporation is:

Siu Keung Wong

18999 Biscayne Blvd, Suite 205
North Miami Beach, Florida 33180

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1996.

Signature of Incorporator


Siu Keung Wong

STATE OF FLORIDA)
COUNTY OF DADE)

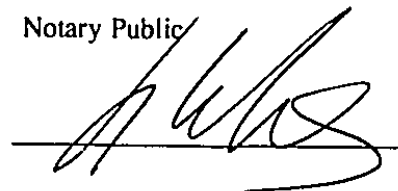
I hereby certify that on this day before me, an officer duly authorized in the state aforesaid to take acknowledgements, personally appeared **Siu Keung Wong** to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid the 19th day of November, 1996.



OFFICIAL SEAL
JOSEPH LEUNG
My Commission Expires
March 10, 1997
Comm. No. CC 264122

Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: **\$9.99 OR LESS SHOES, INC.**
2. The name and address of the registered agent and office is:

Siu Keung Wong

18999 Biscayne Blvd, Suite 205
North Miami Beach, Florida 33180

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.

SIGNATURE: X



DATE:

11/26/96

FILED
96 DEC -3 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA