

p96000099594

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

300002023813--8

-12/09/96--01023--025

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. HILPED CORPORATION

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1996

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

SUBJECT: HILPED CORPORATION  
Ref. Number: W96000025779

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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: 396A00055029

RECEIVED  
DEC 11 1996  
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

FILED

COPY OF ARTICLES OF INCORPORATION 6 DEC 10 PM 12:37

ARTICLE ONE

TALLAHASSEE  
STATE  
FLORIDA

The name of this Corporation shall be:

**HILPED CORPORATION**

ARTICLE TWO  
NATURE OF BUSINESS

**GENERAL ENTERPRISES**

This Corporation may engage in any activity or business permitted under the laws of the state of Florida and the law of the United States of America.

ARTICLE THREE  
TERMS AND EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the State of Florida. The date on which Corporate existence shall begin is : date of Incorporation.

ARTICLE FOUR  
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than. **TWENTY THOUSAND DOLLARS.**  
or such greater amount as may be required by law.

ARTICLE FIVE  
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director and never less than three Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The name and addresses of Initial Directors are:

<u>PEDRO BORGES ROMERO</u>	<u>3825 COLLINGS Ave. # 830</u> <u>MIAMI BEACH FL. 33140</u>
<u>HILDA R. LOPEZ</u>	<u>SAME</u>
<u>ALEXIS RONDON</u>	<u>3825 COLLINGS Ave. # 708</u> <u>MIAMI BEACH FL. 33140</u>
<u>ELIZABETH GONZALEZ</u>	<u>SAME</u>

ARTICLE SEVEN  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of Directors shall be elected annually.

ARTICLE EIGHTH  
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE NINE  
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

**ONE HUNDRED SHARES**

- A. Designation: The stock of this Corporation shall be known as Common Stock and Special Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: **ONE HUNDRED**
- C. Part Value: Each share of Common Stock shall have the par value of :  
**TEN DOLLARS**
- D. Consideration: Shares of Special Stock may be issued in exchange for cash, real property, labor or services rendered or any combination, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation .

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts obligations.

#### ARTICLE TEN SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorizes, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;  
Required percentage: 51 %
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of the Corporation:  
Required percentage: 51 %
3. Merge or consolidation of this corporation into or with any other Corporation  
Required percentage: 51 %
4. Voluntary dissolution of this Corporataion;  
Required percentage: 51 %

#### PRE-EMPTIVE RIGHTS

No Holder of stock of any class of this Corporation shall be entitled as of right to purchase or suscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness

debentures, or other securities convertible into, of carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, anywhereof, on the same terms or on any terms, all preemptive of preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE ELEVEN  
REGISTERED AGENT

The registered Agent and the Registered Office of this Corporation shall be:

This is also the principal office  
**PEDRO BORGES ROMERO 3825 COLLINGS Ave. # 830 M.B. FL. 33140**

SUSCRIBER AND INITIAL DIRECTOR  
AND INITIAL PRINCIPAL OFFICE

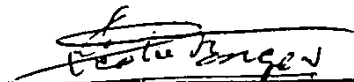
The undersigned individual, a person competent to contract, executes this certificate of Incorporation as its sole suscriber and Director, the undersigned individual shall hold office as a Director until his successors have qualified following their election appointment. The street address in Florida of the principal office shall be:

**PEDRO BORGES ROMERO 3825 COLLINGS Ave. # 830 M.B FL. 33140**

The suscriber Director

IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER DOES MAKE SUSCRIBED  
ACKNOWLEDGE, AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A  
CORPORATION FOR PROFIT UNDER THE LAW OF THE STATE OF FLORIDA.

DATED: NOV. 25 / 1998

  
**PEDRO BORGES ROMERO**  
**PRESIDENT & REGISTER AGENT**

FILED  
DEC 10 PM 12:37  
STATE  
FLORIDA

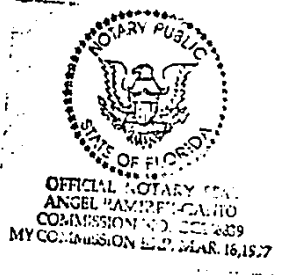
State of Florida, County of Dade, City of **MIAMI**

STATE OF FLORIDA)  
DADE COUNTY)

BEFORE ME, undersigned authority, personally appeared.  
**PEDRO BORGES ROMERO** to well known to me to be the individual described in and  
who executed the forgoin Certificate of Incorporation and who acknowledge before me that the same  
executed for the purpose therein expresses.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal at City of, **MIAMI , DADE**  
County of State of Florida.

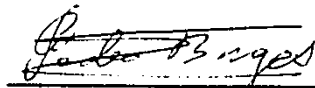
DATED: **11/ 25/96**



  
**Angel Ramirez-Canto**  
NOTARY PUBLIC STATE OF FLORIDA

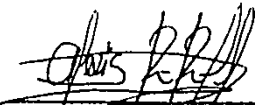
MY COMMISSION EXPIRE: **MARCH /16/97**

The board of Director of **HILPED CORPORATION** during **January 1st. 1997**  
to **December 30 / 1997** are the following:



**PEDRO BORGES ROMERO**

**PRESIDENT & REGISTER AGENT**



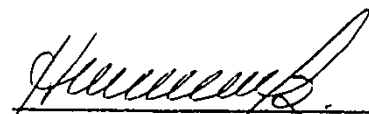
**ALEXIS RONDON**

**VICE- PRESIDENT**



**ELIZABETH GONZALEZ**

**SECRETARY**



**HILDA R. LOPEZ**

**TREASURE**



CERTIFICATE OF DESIGNATION  
REGISTER AGENT / REGISTERED OFFICE

PERSUANT TO THE PROVISION OF SECTION 607.325 FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTER OFFICE / REGISTER AGENT, IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS : **HILPED CORPORATION**

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2- THE NAME AND ADDRESS OF THE REGISTER AGENT AND OFFICE IS:

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**PEDRO BORGES ROMERO 3825 COLLINGS AVE. # 830 M.B. FL. 33140**

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SIGNATURE:



**PEDRO BORGES ROMERO**

Corporate Officer

TITLE:

**REGISTER AGENT & PRESIDENT**

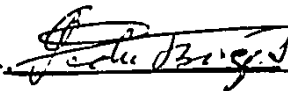
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DATE: **NOV. 25** 199 **6**

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

SIGNATURE:

REGISTER AGENT.



DATE: **NOV. 25** 199 **6**

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TALLAHASSEE, FLORIDA