

p96000101913

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

700002030857--6

-12/17/96--01098--001

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

Office Use Only

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

1. LA ISLA, INC.

(Corporation Name)

(Document #)

2. Translation: the island, inc

(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

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

FILED  
96 DEC 18 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 17 AM 11:15  
DIVISION OF CORPORATION

W96-26455



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1996

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

SUBJECT: LA ISLA, INC.  
Ref. Number: W96000026455

We have received your document for LA ISLA, INC. 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: 296A00056192

RECEIVED  
96 DEC 18 AM 11:25  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

LA ISLA DISCOUNT, INC.

FILED

96 DEC 18 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these ARTICLES OF INCORPORATION is a natural person competent to contract and hereby form a CORPORATION for profit under CHAPTER 607 of the FLORIDA STATUTES.

ARTICLE 1 - NAME

The name of the Corporation is LA ISLA DISCOUNT, INC.

ARTICLE 2 - PURPOSE OF THE 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 3 - PRINCIPAL OFFICE

The address of the principal office of this CORPORATION is 7393 WEST FLAGLER STREET, MIAMI, FLORIDA, 33144 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporator of this CORPORATION is MINERVA MARTINEZ, 7393 WEST FLAGLER STREET, MIAMI, FLORIDA, 33144.

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be MINERVA MARTINEZ whose address shall be the same as the Principal Office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED SHARES of COMMON STOCK, each share having the par value of ONE DOLLAR (\$ 1.00).

6.2 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 directors

may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The Board of Directors 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 Directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 7 - SUB-CHAPTER S CORPORATION

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

7.1 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.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders 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 Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 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 8 - 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 on these **ARTICLE OF INCORPORATION**.

#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interested in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 7393 West Flagler Street, Miami, Florida 33144. The name and address of the Registered Agent is Minerva Martinez, 7393 West Flagler Street, Miami, Florida 33144.

#### ARTICLE 12 - BY-LAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws 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 Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

#### ARTICLE 13 - EFFECTIVE DATE

The Corporation shall exist Perpetually. The date when the corporate existence of this Corporation shall begin, shall be when these **ARTICLES OF INCORPORATION** are received and accepted by the **SECRETARY OF STATE OF FLORIDA**.

#### ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these **ARTICLES OF INCORPORATION**, or in any amendment hereto, or to add any provision to these **ARTICLES OF INCORPORATION** or to any amendment

hereto, or to add any provision to these **ARTICLES OF INCORPORATION** or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of **FLORIDA**, and all rights conferred upon shareholders in these **ARTICLES OF INCORPORATION** or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing **ARTICLES OF INCORPORATION** under the laws of the State of **FLORIDA**, this 20 day of November, 1996.

  
\_\_\_\_\_  
MINERVA MARTINEZ

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said act:

LA ISLA

First, **DISCOUNT, INC.** desiring to organized under the laws of the State of Florida with its principal office as indicated in the **ARTICLES OF INCORPORATION**, at the city of Miami, County of Dade, State of Florida, has designated **MINERVA MARTINEZ** as its agent to accept service of process within this State. Having been Named to accept service of process for the above stated corporation, at the 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.

  
\_\_\_\_\_  
MINERVA MARTINEZ


FILED  
96 DEC 18 AM 11:56  
CLERK OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA )  
                                  SS  
COUNTY OF DADE )

I hereby certify that on this day before me, a Notary Public duly authorized in the state and county named above to take the acknowledgments, personally appeared **MINERVA MARTINEZ**, to me known to be the persons described as subscriber in and who executed the foregoing **ARTICLES OF INCORPORATION**, and acknowledged before me that she subscribed to those **ARTICLES**

OF INCORPORATION.

Witness my hand and official seal in the County and State  
above this 20 day of November, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC



JOSE M. GIRO SANTOS  
My Comm Exp. 10/15/99  
Bonded By Service Ins  
No. CC501924  
☐ Personally Known ☐ Other I.D.

FILED  
96 DEC 18 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA