

P97000004760

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FL 33174

City/State/Zip

(305) 552-5973

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. ALL-PRO SPORTS ADVISORS, INC.  
(Corporation Name) (Document #)

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

3. \_\_\_\_\_  
(Corporation Name) (Document #) 700002060487--5  
-01/16/97--01075--013  
\*\*\*\*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

ALL-PRO SPORTS ADVISORS, INC.

FILED  
97 JUN 15 PM 1:48  
STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of the Corporation shall be:

ALL-PRO SPORTS ADVISORS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation authorized to be issued shall be One Hundred (100) common stock of the par value

of one dollar (\$1.00) each. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock may not be transferred on the books of this Corporation without first giving the right of purchase for ten (10) days to the Corporation at the book value of the stock, and thereafter for five (5) days to any stockholder of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of the stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE IV

##### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

#### ARTICLE V

##### CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be at: 1378 Coral Way, Miami, Florida 33145 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be less than one (1) nor more than three (3)/

ARTICLE VIII

DIRECTORS

The name and post office address of the first Board of Directors of this Corporation who shall hold office for the first year or until his successors are chosen, shall be: Felix M. Diaz 1378 Coral Way 4th Floor; Miami, Florida 33145.

SUBSCRIBERS

The stock shall be issued fully paid. The shares of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Felix M. Diaz	1378 Coral Way 4th Floor Miami, Florida	100

The amount paid into capital, before beginning business shall not be less than One Hundred (\$100.00), for which the subscribed shares shall be issued.

#### ARTICLE X

This Corporation reserves the right to amend, alter change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

#### ARTICLE XI

The officers of the Corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of said assignment, shall stand in lie of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the

State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

DESIGNATION OF RESIDENT AND REGISTERED  
AGENT AND REGISTERED OFFICE

The Corporation hereby designates FELIX M. DIAZ and his office located at 1378 CORAL WAY 4TH FLOOR, Miami, Florida 33145, in the County of Dade, as its resident and registered agent and registered office, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for this Corporation, at the place designated, as the registered agent, I hereby accept to act in this capacity of resident and registered agent and agree to comply with the provisions of said Act relative to keeping open said registered office.

  
FELIX M. DIAZ

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seal, this 14<sup>th</sup> day of January, 1997.

Witness:

Maria C. Narino  
Maria C. Narino

Felix M. Diaz

STATE OF FLORIDA }  
COUNTY OF DADE } SS

BEFORE ME, the undersigned authority, personally appeared Felix M. Diaz, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and he acknowledged the execution thereof to be his free and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 14 day of January, 1997.

Maria C. Narino  
Notary Public  
State of Florida  
My commission expires:



MARIA C. NARINO  
My Commission CC539405  
Expires Mar. 13, 2000

FILED  
97 JAN 16 PM 1:48  
TALLAHASSEE, FLORIDA