

p97000006580  
LEOPOLDO L. FUENTES

A T T O R N E Y A T L A W

2975-B S.W. 79th AVENUE

MIAMI, FLORIDA 33155

TEL: (305)265-6990 \* FAX: (305)265-6980

*Lazarus 1/21/97*

July 17, 1996

400001907994

-07/30/96-01093-020

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

Secretary of State  
Capitol Building  
Tallahassee, Florida 32301

Ref.: ALAMAN CORP

Dear Sirs:

I'm herewith enclosing a check in the amount of \$122.50, which represents the filing fees for the above referenced corporation.

Kindly send me by return mail the certificate of this corporation.

Thank you for your prompt attention to this matter.

Respectfully,

*[Signature]*  
Leopoldo L. Fuentes

LLF/sp  
Enclosures

FILED  
JAN 23 AM 11:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Connect the money  
in  
FIS screen*

*W 97/1618*



*LAZARUS*

*See the derivation  
for papers 10/3/96  
20.00*

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 31, 1996

LEOPALDO L. FUENTES, ESQUIRE  
2975-B SW 79TH AVE  
MIAMI, FL 33155

SUBJECT: ALAMAN CORP  
Ref. Number: W96000016041

*all sec.*

*S.M. Alaman Inc.*

We have received your document for ALAMAN CORP 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 document must state the number of shares of authorized stock.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign, accepting the designation as required by Florida Statutes.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 096A00036744

RECEIVED  
97 JAN 21 AM 10:39  
DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 22, 1997

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

**SUBJECT: "J.M. ALAMAN, INC."**  
Ref. Number: W97000001615

We have received your document for "J.M. ALAMAN, INC." and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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: 897A00003165

RECEIVED  
97 JAN 23 AM 11:13  
DIVISION OF CORPORATION

CERTIFICATE OF INCORPORATION

FILED  
97 JAN 23 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation shall be:

"J. M. Alaman, Inc."

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws 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 Five Hundred Dollars (\$500.00), 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 who is a citizen of the United States of America. 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

### 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 the Directors shall be elected annually.

## ARTICLE SEVEN

### AMENDMENT

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

## ARTICLE EIGHT

### CAPITAL STOCK

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

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:
- C. Par Value: Each share of Common stock shall have the par value of: One Hundred shares of Five (\$5.00) Dollars.

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, 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 least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings 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 the 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 and obligations.

## ARTICLE NINE

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, 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:
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 this Corporation;  
Required percentage:
3. Merger or consolidation of this Corporation into or with any other corporation;  
Required percentage:

SUBSCRIBER, INITIAL DIRECTOR AND  
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States citizen competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal Office of this Corporation. The Corporation may change its Principal Office at any time.

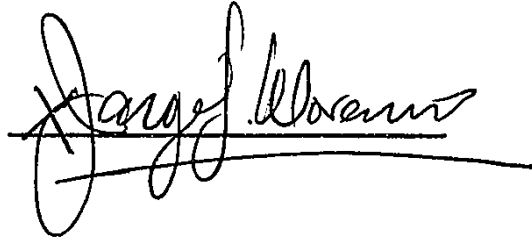
SUBSCRIBER/DIRECTOR: JORGE L. MORENO

STREET ADDRESS/PRINCIPAL OFFICE:

1821 SW 140 Ave  
MIAMI FL 33175

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: 7/23/96



STATE OF FLORIDA)  
COUNTY OF DADE ) ss

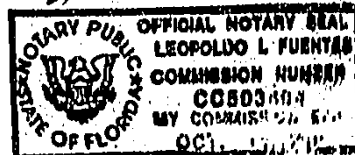
BEFORE ME, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED: 7/23/96

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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CERTIFICATE DESIGNATING PLACE 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 following is submitted, in compliance with said Act:

That J. M. Alaman, Inc.

desiring to organize 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 named: JORGE L. MORENO  
1821 S.W. 140 Ave.  
Miami, Fl. 33175

as its agent to accept service of process within this State.

Jorge L. Moreno

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 provisions of said Act relative  
to keeping open said office.

By:

Jorge L. Moreno  
REGISTERED AGENT JORGE L. MORENO

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 23 AM 11:30

FILED