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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

800002087008--7

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Office Use Only

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

1. ADERCO ENTERPRISES, INC.  
(Corporation Name) (Document #)

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

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

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

☒ Walk in

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☐ Certified Copy

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☐ Will wait

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☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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  
97 FEB 13 PM 4:05  
TALLAHASSEE, FLORIDA

97 FEB 13 AM 11:24  
DIVISION OF CORPORATION

N. HENDRICKS FEB 13 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ADERCO ENTERPRISES, INC.**

**FILED**  
97 FEB 13 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Articles of Incorporation of ADERCO ENTERPRISES, INC., a Florida corporation, filed in Tallahassee on January 27, 1997, be and they hereby are amended in the following particulars:

Article X, entitled AMENDMENT, be and is hereby amended to read as follows:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Notwithstanding the foregoing paragraph, Articles X, XI, and XII of the Articles of Incorporation shall not be amended without the express written consent of the Board of Directors of Century Enterprises Group, Inc., the General Partner of CENTURY PARTNERS GROUP, LTD., which may be withheld in their sole and absolute discretion. However, this provision shall govern, control, and be in effect solely during the period of time in which this Corporation is a Partner of CENTURY PARTNERS GROUP, LTD.

SECOND: Article XI be and is hereby added to the Articles of Incorporation to read as follows:

#### ARTICLE XI

##### RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE OR TRANSFER OF SHARES

The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the Corporation or any of its Stockholders, whether voluntary or by operation of law, is subject to transfer restrictions more particularly described in the Limited Partnership Agreement of CENTURY PARTNERS GROUP, LTD., entered into by and among CENTURY PARTNERS GROUP, LTD., and its Partners, a copy of which is on file in the offices of the Corporation. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.

THIRD: Article XII be and is hereby added to the Articles of Incorporation to read as follows:

ARTICLE XII

CERTIFICATE ENDORSEMENT

On or before the issuance, sale, or transfer of any shares of stock by this Corporation or any of its Stockholders, the certificates representing all outstanding shares of stock of this Corporation shall be surrendered to this Corporation and endorsed as follows:

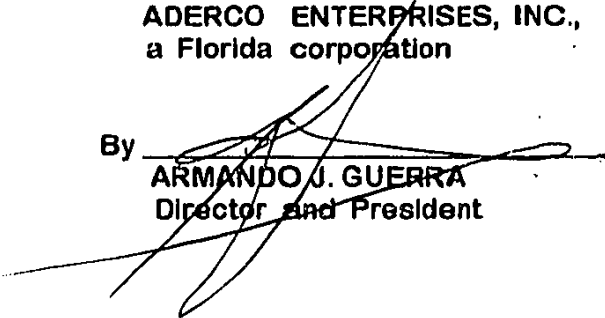
"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, LTD. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

The foregoing Amendment was adopted by the Stockholders and Directors of this Corporation on the 10th day of February, 1997.

FOURTH: The number of votes cast for the Amendment by the Stockholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Director, President, and Secretary of this Corporation have executed these Articles of Amendment this 10th day of February, 1997.

ADERCO ENTERPRISES, INC.,  
a Florida corporation

By   
ARMANDO J. GUERRA  
Director and President

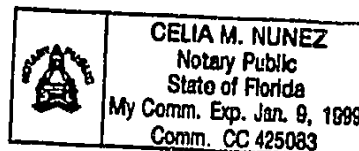
  
MARIA C. GUERRA  
Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th  
day of February, 1997, by ARMANDO J. GUERRA, Director and  
President of ADERCO ENTERPRISES, INC., a Florida corporation, on  
behalf of this Corporation. He is personally known to me.

  
NOTARY PUBLIC STATE OF FLORIDA



STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th  
day of February, 1997, by MARIA C. GUERRA, Secretary of ADERCO  
ENTERPRISES, INC., a Florida corporation, on behalf of this  
Corporation. She is personally known to me.

  
NOTARY PUBLIC STATE OF FLORIDA

