

P97000008606

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

800002066198--1

-01/23/97--01061--008

****122.50 ****122.50

Office Use Only

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

1. BIBI REY ENTERPRISES, INC.
(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

January 23, 1997

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

SUBJECT: BIBI REY ENTERPRISES, INC.
Ref. Number: W97000001700

We have received your document for BIBI REY ENTERPRISES, 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):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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: 797A00003404

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DIVISION OF CORPORATION

Articles Of Incorporation Of Bibi Rey Enterprises, Inc.

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby make the following declaration for the purpose of becoming a corporation under and pursuant to the provisions of the laws of the State of Florida, of a corporation for profit, and does hereby certify the following:

ARTICLE I - Name

The name of the corporation shall be *Bibi Rey Enterprises, Inc.*

ARTICLE II - Initial Address

The initial corporate headquarters address of named corporation shall be *6441 SW 21st Street, Miami, Florida 33155*, and the mailing address will be the same, with the privilege of having branch offices at any other place within the State and without the State.

ARTICLE III - Nature Of Business

The general nature of the business and the objects and purposes to be transacted and carried on are to engage or transact in any and all items herein mentioned, and any and all lawful activities or business permitted under the laws of the United States and of the State of Florida, or any other state, country, or territory, as fully and to the same extent as natural persons might or could do, viz.:

- A. The retail sales and/or wholesale of greeting cards, gifts, and accessories.
- B. To develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;
- C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states territories, possessions and dependencies of the United States.
- D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of the purposes of this Corporation;
- E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant sell and otherwise deal in franchises and licenses.

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CLERK OF COURT
STATE OF FLORIDA

- F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage trust, deed, pledges or other securities for the payment of same;
- G. To act as agent, broker, or attorney-in-fact for any persons, firms or Corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to:
- H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and the liabilities of any person, firm, association or Corporation, either wholly or partly; and. to pay for the same in cash, stocks or bonds of the Company or otherwise;
- I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;
- J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities, and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industry or other business concerns, firms, associations and corporations to institute, participate in or promote commercial merchandise financial and industrial enterprises and operations;
- K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchise, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner:
- L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
- M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted on directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

- N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the Powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interested in any property, or otherwise;
- O. To exercise all of the powers which are now or may hereafter be conferred upon Corporations generally by the laws of the State of Florida.

ARTICLE IV - Capital Stock

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is *(5,000) FIVE THOUSAND SHARES* at a par value of one dollar (\$1) per share. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation securities.

ARTICLE V - Term Of Existence

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - Powers Of Corporation

The corporation will have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

ARTICLE VII - Officers and Directors

The corporation shall have two (2) directors and two (2) officers initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but there shall always be at least one (1) director. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed, and the number of shares agreed to purchase are as follows:

*Bibiana Acosta
President/Secretary/Director
(2,500 shares, 50% owner)
4430 SW 10th Street
Miami, Florida 33134*

*Ofelia Rey-Tsimogiannis
Vice-President/Treasurer/Director
(2,500 shares, 50% owner)
6441 SW 21st Street
Miami, Florida 33155*

ARTICLE VIII - Indemnification

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firms or corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if they were not a director or officer of such other corporation or not so interested.

ARTICLE IX - Subscriber

The name and street address of each person signing these Articles of Incorporation as a subscriber are as follows:

*Bibiana Acosta
4430 SW 10th Street
Miami, Florida 33134*

*Ofelia Rey-Tsimogiannis
6441 SW 21st Street
Miami, Florida 33155*

ARTICLE X - Bylaws

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 Bylaws 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 Bylaws.

ARTICLE XI - Amendment

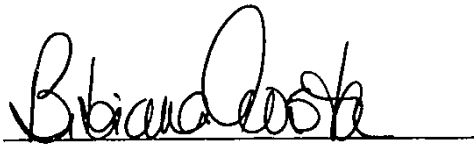
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute 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.

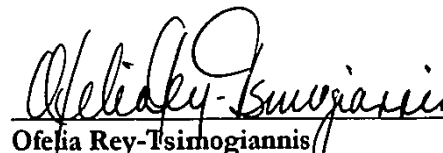
ARTICLE XII - Registered Agent

The street address of the original registered office and the name of the original registered agent at such address of this corporation shall be as follows:

*Johnny Tsimogiannis
Tsimogiannis & Testa, P.A.
Certified Public Accountants
1825 Ponce de Leon Blvd., Suite #227
Coral Gables, Florida 33134*

IN WITNESS OF THE FOREGOING, We, the undersigned, being the original subscribers to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the Corporation laws of the State of Florida, do hereby make and file this Certificate with the Florida Department of State, Secretary of State, Division of Corporations, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hand and seal this 14th day of January, 1997.


Bibiana Acosta
PRESIDENT


Ofelia Rey-Tsimogiannis
VICE PRESIDENT


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. *IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:*

First, that **Bibi Rey Enterprises, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its initial corporate headquarters address, as indicated in the Articles of Incorporation, in the City of West Miami, County of Dade, State of Florida, has named as follows it's agent to accept service of process within the State of Florida.

*Johnny Tsimogiannis
Tsimogiannis & Testa, P.A.
Certified Public Accountants
1825 Ponce de Leon Blvd., Suite #227
Coral Gables, Florida 33134*

ACKNOWLEDGMENT:

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 I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.


Johnny Tsimogiannis
Tsimogiannis & Testa, P.A.
Registered Agent

January 14, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA