

P97000009380

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

300002073863--6

-01/30/97--01070--011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

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

1. AMPLIVOX IMPORT & EXPORT, 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

RECEIVED  
97 JAN 30 AM 11:06  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
AMPLIVOX IMPORT & EXPORT, INC.

FILED  
97 JAN 30 PM 2:13  
SEC.  
TALLAHASSEE, FLORIDA

The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is AMPLIVOX IMPORT & EXPORT, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR  
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 100, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE  
INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be the SAME as the principal office. and the name of the initial registered agent at such address is PAT O'NEAL ESTES II, at 14356 SW 97 LANE, MIAMI, FL 33186.

**ARTICLE SIX  
PREEMPTIVE RIGHTS**

The shareholders shall have Preemptive Rights.

**ARTICLE SEVEN  
INITIAL DIRECTOR AND OFFICER**

7.01 The Board of Directors of the corporation shall consist of two members.

7.02 The name and address of the initial Directors of the Board:

<u>Name</u>	<u>Address</u>
PAT O'NEAL ESTES II	14356 SW 97 LANE
SAUL MOURA DOS	MIAMI, FL 33186

7.03 The initial Director will also serve as the initial Vice President and President respectfully.

**ARTICLE EIGHT  
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
PAT O'NEAL ESTES II	14356 SW 97 LANE
	MIAMI, FL 33186

The undersigned has executed these Articles of Incorporation this 28 day of JANUARY 1997.

  
\_\_\_\_\_  
PAT O'NEAL ESTES II  
INCORPORATOR

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AMPLIVOX IMPORT & EXPORT, INC.
2. The name and address of the registered agent and office is:

PAT O'NEAL ESTES II  
14356 SW 97 LANE  
MIAMI, FL 33186

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
PAT O'NEAL ESTES II  
REGISTERED AGENT

DATE 1-28 \_\_\_\_\_, 1997

FILED  
97 JAN 30 PM 2:13  
TALLAHASSEE  
FLORIDA

# PALM BEACH ACCOUNTING & INVESTMENTS, INC.

(407) 471-8899

FAX 471-9044

## SERVICES:

ACCOUNTING AND CONSULTING  
ACCOUNTING CLUB MEMBERSHIP  
BUSINESS PURCHASE ANALYSIS  
HOA, POA & CONDO ASSN. ACC

Records Bureau  
Divisions  
State  
P.O. Box 527  
Tallahassee, Florida 32304

January 29, 1997

**P9700000938**

Re: Zen Fun Corp.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent, reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Fee	35.00
Total	\$ 122.50

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention to this matter.

Very truly yours,

Lee H. Nelson

LH:ca.  
Enclosures

300002074739--1  
-01/31/97--01037--014  
\*\*\*\*122.50 \*\*\*\*122.50

**TB 1/30/97**

ARTICLES OF INCORPORATION

OF

ZEAH FUND CORP.

The undersigned hereby makes, subscribes acknowledges and files these Articles of Incorporation for the purposes of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is to be: Zeah Fund Corp.  
The principal office is to be: 2845 No. Military Trail, Suite 15  
West Palm Beach, Fl. 33409

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To conduct the business of buying and selling stocks including money management.
2. For the general purpose of investing for profit in all kinds and types of real or personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of syndication for investment.

3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried as in connection with an auxiliary foregoing business.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business.

#### ARTICLE IV

##### Capital Stock

1. The aggregate number of share which the Corporation is authorized to issue is Five Hundred (500) Shares. Such shares shall be of a single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a

Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V

##### Initial Registered Agent and Office of Registered Agent

The street address in the State of the initial registered office of the Corporation is 2845 No. Military Trail, #15, West Palm Beach, Florida and the mailing address is 2845 No. Military Trail, #15, West Palm Beach, Florida 33409. The name of the initial Registered Agent at such address is Lee Hendelson.

#### ARTICLE VI

##### Initial Board of Directors

The initial Board of Directors shall consist of (1) one member. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1) one member.

The original Board of Directors shall consist of the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lee Hendelson	2835 Cuyahoga Lane West Palm Beach, Fl. 33409	Board/Chairman

#### ARTICLE VII

##### Incorporator

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lee Hendelson	2845 No. Military Trail, Suite 15 West Palm Beach, Fl. 33409	NONE



## ARTICLES VIII

### Officers

#### NAME

#### ADDRESS

#### OFFICE

Lee Hendelson

2835 Cuyahoga Lane  
West Palm Beach, Fl. 33409

President/Secretary  
Treasurer

## ARTICLE IX

### Incorporation

The name and address of the person signing these Articles of Incorporation is Lee Hendelson, 2845 No. Military Trail, #15, West Palm Beach, Florida, the Registered Agent for this Corporation.  
33409

## ARTICLE X

### Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### Shareholders Preemptive Rights

Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the

## ARTICLE XII

### Management of Corporation by Shareholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

## ARTICLE XIII

### Director's Residency and Compensation

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

## ARTICLE XIV

### Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

## ARTICLE XV

### Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 29<sup>th</sup> day of January, A.D., 1957



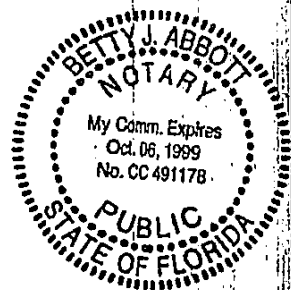
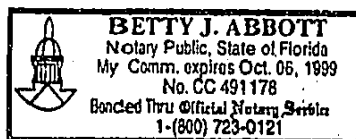
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 29 day of JANUARY 1997,  
personally appeared before me, LEE HENDELSON and he acknowledged  
before me that he executed the foregoing Articles of Incorporation  
for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal in the County and State aforesaid on the date first above  
written.

*Betty J. Abbott*  
BETTY J. ABBOTT

Notary Public, State of Florida At Large  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST: That, Zeah Fund Corp. desiring to  
organize under the laws of the State of Florida with its principal  
office as indicated in the Articles of Incorporation in the City  
of West Palm Beach, County of Palm Beach, State of Florida, has  
named LEE HENDELSON located at 2845 No. Military Trail, #15, West Palm Beach  
Florida, as its Agent to accept service of process for the Corporation  
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  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Lee Hendelson

97 JAN 30 PM 2-0  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED