

P97000010656

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

700002236967--5

07/14/97--01050--006

*****35.00 *****35.00

Office Use Only

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

1. VICTOR TRANSMISSION, 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

97 JUL 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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
	Name Availability <u>7/14/97</u>

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

97 JUL 14 AM 10:55
DIVISION OF CORPORATION
RECEIVED

FILED
JUL 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLAUSE I

(Attach the amended articles of incorporation here)



President

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this First day of July, 1997

[Handwritten signature]

AMENDED ARTICLES OF INCORPORATION

FOR.

VICTOR TRANSMISSION, INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit. . . .

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this corporation shall be:

Victor Transmission, Inc.

(Hereinafter referred to as the Corporation). Its Principal Office shall be located at 9551 N.W. 79Th Ave. Bay, # 9, Hialeah Garden, County of Dade, State Of Florida. Its Registered Agent shall be Rene Navarro PA, located at 250 Catalonia Ave. Suite 505 Coral Gables, Florida 33134. . .

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz. . . .

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world. . . .

b.- To enter into make perform and carry out Contracts for repair, rebuild and maintenance transmission for cars, trucks, tractors, forklift and any type of transmission, light and heavy cars and trucks mechanic, diesel or gasoline import and export new, used or rebuild transmission, purchase or sale of all type of business, equipment and merchandise and for any Lawful purpose with any person or persons, firms, association and/or Corporation in the United States of North America or any Foreign Country or Countries. . . .

c.- To exchange in the currency of foreign countries and the currency of the United States of North America. . . .

f.- To do all of such acts or things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conductive or expedient for the protection or benefit of the Corporation. . .

g.- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h.- In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character.

i.- To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of :

a.- FIVE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration.

b.- Said shares of common stock to have par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c.- All of the common stock is to have one vote per share in the control of the management of the Corporation.

d.- The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons.

ARTICLE VII

INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor R. Mendoza	951 S.W. 68th Court, Apt. #4 Miami, Florida 33144	President
Adela A. Mendoza	951 S.W. 68th Court, Apt. #4 Miami, Florida 33144	Secretary Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
Victor R. Mendoza President	951 S.W. 68th Court Apt. #4 Miami, Florida 33144	-50-
Adela A. Mendoza Secretary	951 S.W. 68th Court Apt. #4 Miami, Florida 33144	-50-

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the

IN WITNESS WHEREOF, we the undersigned, have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid.

Victor R. Mendoza
President

Adela A. Mendoza
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

JUAN F. DEL CASTILLO
NOTARY PUBLIC
STATE OF FLORIDA

COMMISSION NUMBER CC234804
MY COMMISSION EXPIRES DECEMBER 26, 2000
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

97 JUL 14 PM 3:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

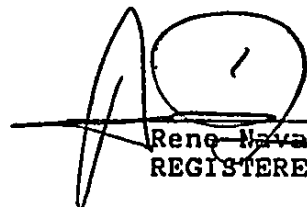
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

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

FIRST:- That Victor Transmission, Inc. desiring to organize
under the laws of the State of Florida with its principal
office as indicated in the ARTICLES OF INCORPORATION appoints
Rene Navarro PA, with offices located at 250 Catalonia Avenue
Suite 505, City of Coral Gables, County of Dade. Its Registered
Agent, to accept service of process within this State.

ACKNOWLEDGMENT:- Having been named to accept service of process
for the above named Corporation, at 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.

In the City of Coral Gables, County of Dade, State of
Florida this First day of July, 1997


Rene Navarro PA.
REGISTERED AGENT