

P97000012057

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

300002078529--2

-02/05/97-01058-013

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

Office Use Only

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

1. M.C.E. INTL., INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☒ Pick up time

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☒ Certified Copy

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☐ 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

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97FEB-5 AM 10:58  
DIVISION OF CORPORATION

00634  
297-2835



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 5, 1997

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

**SUBJECT: M.C.E. INTL., INC.**  
Ref. Number: W97000002935

We have received your document for M.C.E. INTL., 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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: 297A00006141

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**M.C.E. INTL., INC.**

FILED  
97 FEB -6 AM 11:28  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

**First:** The name of the Corporation (hereinafter called the Corporation) is M.C.E. INTL., INC.

**Second:** The duration of the Corporation shall be perpetual.

**Third:** The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which should include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To have all the powers conferred upon corporations organized under the Florida General Corporation Act, including but not limited:

To carry on general mercantile, industrial, investing and trading business in all its branches to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor,, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished processed, and other real, personal, and mixed property, of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvements of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal, in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use hold, sell, convey, exchange, hire, lease, pledge mortgage, and otherwise handle, and deal in and dispose of, as principal, agent broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities, as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses, in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses, and immunities, in respect of, manufacture under, and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

a) inventions, devices, formulae, processes and any improvements and modifications thereof;

b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any State or subdivision thereof, or any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

**Fourth:** The aggregate number of shares which the Corporation shall have authority to issue is \$1,000.00 all of which are of a par value of \$1.00 each and are of the same class and are to be common shares.

**Fifth:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations, of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of

Directors, in its discretion may determiné, without first offering the same, or any thereof, to any said holder.

**Sixth:** The address of the initial registered agent of the Corporation in the State of Florida is 210 Seaview Drive Suite 601 Key Biscayne, Florida 33149. and the name of the initial registered agent is Mario Cuervo. This is also the principal office.

**Seventh:** The number of directors constituting the initial Board of Directors of the Corporation are two and these may be increased by the by-laws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mario Cuervo	210 Seaview Drive Key Biscayne, Florida 33149

**Eighth:** The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mario Cuervo	210 Seaview Drive Key Biscayne, Florida 33149

**Ninth:** 1. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

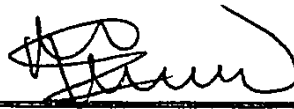
2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue.

**Tenth:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledge the same.

**Eleventh:** In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on 2-4-, 1997

Having been named as registered agent and to accept the service.

  
\_\_\_\_\_  
**Mario Cuervo / Agent  
Incorporator**

**FILED**  
97 FEB - 6 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA