

P97000014350

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

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Office Use Only

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

1. THE EMERALD GROUP INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in
 Pick up time 9:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of State

FILED
 RECEIVED
 97 FEB 13 PM 4:19 97 FEB 13 AM 11:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION

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

Dmc
 2/13/97

Examiner's Initials

FILED

ARTICLES OF INCORPORATION

97 FEB 13 PM 4:19

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE EMERALD GROUP INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

THE EMERALD GROUP INC.

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That THE EMERALD GROUP INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Pembroke Pines, County of Broward, State of Florida had name EDDY HERNANDEZ at 18443 N.W. 22 STREET as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
EDDY HERNANDEZ
Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

18443 N.W. 22 STREET

PEMBROKE PINES, FLORIDA 33029

ARTICLES VI

DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have three (3) Director(s) initially.

The name and address of the initial Directors of this Corporation are:

<u>NAME</u>		<u>ADDRESS</u>
EDDY HERNANDEZ	PRESIDENT	18443 N.W. 22 ST. PEMBROKE PINES, FL 33029
CARLOS MENDEZ	VICE-PRES	11855 S.W. 3RD STREET MIAMI, FL 33184
MIRIAM M. DREIZE	TREASURER	1408 SOUTH BAY SHORE #1210 MIAMI, FL 33131

ARTICLES VII

INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
EDDY HERNANDEZ	33.34% SHARES	18443 N.W. 22 ST. PEMBROKE PINES, FL 33029
CARLOS MENDEZ	33.33% SHARES	11855 S.W. 3RD STREET MIAMI, FL 33184
MIRIAM M. DREIZE	33.33% SHARES	1408 SOUTH BAY SHORE #1210 MIAMI, FL 33131

ARTICLES VIII

INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of

settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.



EDDY HERNANDEZ
PRESIDENT



CARLOS MENDEZ
VICE-PRES



MIRIAM M. DREIZE
TREASURER