

P97000017660

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

600002092376--8  
-02/25/97--01134--011  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. BTS COMMUNICATIONS, 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

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97 FEB 25 PM 2:23  
TALLAHASSEE, FLORIDA

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2/25/97

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be BTS COMMUNICATIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7223 NW 54 St., Miami, Fl., 33166.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

DURVAL FUSCHINI FILHO \_\_\_\_\_ 500 \_\_\_\_ shares

LUIS F. GUERRATO CORREA \_\_\_\_\_ 500 \_\_\_\_ shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such

Second page

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented

#### ARTICLE VIII = SHAREHOLDERS QUORUM AND VOTING

is offered to others.

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it

#### ARTICLE VII = PREEMPTIVE RIGHTS

ANDREA GUERRATO \_\_\_\_\_ Secretary \_\_\_\_\_ 14416 SW 142 Ct. Miami, FL., 33186

LUIS F. GUERRATO \_\_\_\_\_ Vice-President \_\_\_\_\_ 6039 Collins Ave 1232 Miami Beach, FL 33141

DURVAL FUSCHINI FILHO \_\_\_\_\_ President \_\_\_\_\_ 6039 Collins Ave 1232 Miami Beach, FL 33141

initial directors of this corporation are:

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The name and street address of the initial directors of this corporation are:

#### ARTICLE VI = INITIAL BOARD OF DIRECTORS

holders and this corporation. shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

sented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

#### ARTICLE XIV - INCORPORATORS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The names and street addresses of the incorporators are:

Articles of Incorporation are:

DURVAL FUSCHINI FILHO  
6039 Collins Ave. 1232  
Miami Beach, FL., 33141

LUIS F GUERRATO  
6039 Collins Ave. 1232  
Miami Beach, FL., 33141

The undersigned subscriber have executed these Articles of  
Incorporation this 21th day of February of 1997.

Signature  President

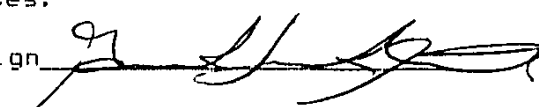
Signature  Vice President

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation  
is ANDREA GUERRATO CORREA.

The street address of the initial registered agent of this  
corporation is 14416 SW 142 Ct., Miami, FL., 33186.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Articles  
of Incorporation, I hereby agree to act in this capacity,  
and I further agree to comply with the provisions of all  
statutes relative to the proper and complete performance  
of my duties, and I accept the duties and obligations of  
section 607.325 of Florida statutes.


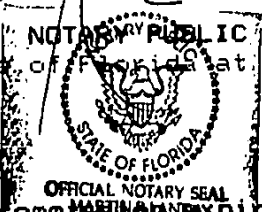
Agent Sign 

Date: February 21/1997.

S T A T E   O F   F L O R I D A  
C O U N T Y   O F   D A D E

BEFORE ME, an officer duly authorized in the State of  
aforesaid and in the County aforesaid, to  
take acknowledgements, personally appeared  
DURVAL FUSCHINI FILHO, LUIS F. GUERRATO, and  
ANDREA GUERRATO to me known to be the persons  
described in and who executed the same for  
the purposes therein expressed.

WITNESS my hand and official seal in the County and  
State last aforesaid on this 21th day of  
February of 1997.

  
NOTARY PUBLIC  
State of Florida at Large  
  
OFFICIAL NOTARY SEAL  
My commission expires:  
COMMISSION NO CC56548  
MY COMMISSION EXP NOV 9, 2000