

P 97000019391

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

900002102339-6
-03/03/97-01060-014
****122.50 ****122.50

Office Use Only

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

1. IRAYSA TRAVEL, 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

Examiner's Initials

ARTICLES OF INCORPORATION

OF

IRAYSA TRAVEL, INC.

FILED
97 MAR -3 PM 1:53
TALLAHASSEE, FLORIDA

WE, the undersigned incorporators, being of legal age, do hereby file for the creation of a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this Corporation shall be IRAYSA TRAVEL, INC.

Its business shall be carried on at Miami, Florida and at such other point or places in the State of Florida, and in the United States and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be 1929 W. 60th St. Hialeah, Florida 33012.

The registered office of the Corporation is 19621 N.W. 83th Avenue Miami, Florida 33015, and the registered agent at that address is Fermina A. Espallat.

ARTICLE II

The general nature of business to be transacted by this Corporation is as follows:

SECTION 1. To act as a MINORITY BUSINESS ENTERPRISE Corporation.

SECTION 2. To promote, organize, plan, and conduct trips, tours, and excursions by railroad, steamship, motor vehicle, or aircraft, for individuals or groups of individuals, to any part of the world. To provide for the transportation of individual or groups of individuals by railroad, steamship, motor vehicle, or aircraft in connection with the conduct of a general travel and tourists agency, and to provide or procure hotel and other accommodations for the comfort, convenience, and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the Corporation. To furnish guides, couriers, assistants, and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles and aircraft; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets

on all vehicles, boats, railroads, and railways and other transportation companies; to conduct information bureaus for travelers; to act as agents for travel insurers of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency. To plan originated, devise, print, publish, manufacture, sell and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers, in paper and all advertising devices, booksellers, publishers, and buyers and seller of newspapers, magazines and publications of all kinds, and space therein; to carry on a general advertising brokerage business, and an advertising agency in all its branches; to publish, display, and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

SECTION 3. To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character, and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligation, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity or person, or governmental, municipal, or public subdivision, district, or authority.

SECTION 4. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

SECTION 5. To contract debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

SECTION 6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

SECTION 7. This corporation shall have all the general powers together with all the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing express purposes.

SECTION 8. The foregoing clauses shall be construed both as object and powers, but no recitation, expression or declaration of specific powers or special powers or purposes shall be deemed to be exclusive, but it is hereby expressly declared and that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issued and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common stock having a par value of One Dollars (\$1.00) per share.

ARTICLE IV

This Corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE V

The following provision is inserted for the regulation and conduct of the business and affairs of this Corporation and is for furtherance, and not in limitation or exclusion, of any powers conferred upon it by statute:

a) The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of shareholders shall be necessary to and shall constitute a quorum at such meeting; and

b) The affirmative vote of the holders of a majority of the shares entitled to vote at any meeting of shareholders shall be necessary for the transaction of any item(s) of business.

ARTICLE VI

The holders of common shares shall have preemptive rights to purchase ratably according to their respective holdings any shares of the Corporation (including previously authorized but unissued shares) hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. Any shares offered to shareholders under their preemptive rights and not purchased shall again be offered to those shareholders who have exercised their preemptive rights, in proportion to their holdings. After one such reoffering, the Corporation may sell any shares still unsold in any other manner permitted by these articles.

ARTICLE VII

The Board of Directors of this Corporation shall consist of at least two

(2) directors, the exact number to be fixed by the Bylaws of the Corporation, who shall administer the affairs of the Corporation and shall have the right to fix the salaries of the officers of the Corporation. No compensation shall be paid to the directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular and special meeting of the Board may be authorized.

ARTICLE VIII

The name and mailing address of the first directors of the Board of Directors who shall hold office for the first year or until their successors are elected and have qualified, is as follows:

Fermina Espaillat	16954 N.W. 55th Ave. Miami, Florida 33055
Iraysa M. Garcia	19621 N.W. 83th Ave. Miami, Florida 33015

ARTICLE IX

The names and addresses of the Incorporators are as follows:

Fermina Espaillat	16854 N.W. 55th Ave. Miami, Florida 33055
Iraysa M. Garcia	19621 N.W. 83th Ave. Miami, Florida 33015

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28 day of the month of February 1997.

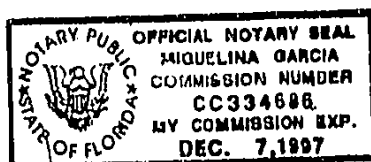
I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Iraysa M. Garcia
Iraysa M. Garcia INCORPORATOR
Fermina Espaillat
Fermina Espaillat
REGISTERED AGENT
INCORPORATOR

State of Florida)
) ss:
County of Dade)

Before me, the undersigned authority, personally appeared Iraysa M. Garcia and, Fermina Espaillat, who are to me well known persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, this 28 of the month of February, 1997



Miquelina Garcia
Notary Public, State of Florida