

P97000020610

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

800002105158--8

03/05/97-01083-016

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

Office Use Only

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

1. GEM SYSTEMS INTERNATIONAL, 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

RECEIVED  
97 MAR -5 AM 11:29  
DIVISION OF CORPORATION

Rgt  
00672

W97-5792



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1997

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

SUBJECT: GEM SYSTEMS INTERNATIONAL, INC.  
Ref. Number: W97000005192

We have received your document for GEM SYSTEMS INTERNATIONAL, 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):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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: 797A00011388

RECEIVED  
97 MAR -5 AM 11:07  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**GEM SYSTEMS INTERNATIONAL, INC.**

**ARTICLE I - NAME**

The name of the corporation is GEM Systems International, Inc.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE II - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted on the laws of the United States and the State of Florida.

**FILED**

97 MAR -6 AM 11:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having no par value. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors, at a meeting called for such purpose.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial principle office of this corporation shall be:

14101 N. W. 102 Avenue  
Miami, Florida 33016

The initial registered agent of this corporation shall be:

Jose Raul Mena

1301 West 83 Street

Hialeah, Fl. 33014

who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida statutes as amended from time to time, with respect to keeping an office open for service of process.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of one (3) Members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1). The names and addresses of the directors constituting the initial board of directors is:

### **NAME**

### **ADDRESS**

Jose Raul Mena

1301 West 83 Street Hialeah, Fl. 33014

Indalecio I. Espinosa

4485 West 4 Avenue Hialeah, FL. 33012

Carlos Julio Garcia Armijos

Ave. Julio Garcia # 179 Torres de Limatambo  
San Borja, Lima, Peru

## **ARTICLE VII - AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a shareholders' meeting by 100% of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

## ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

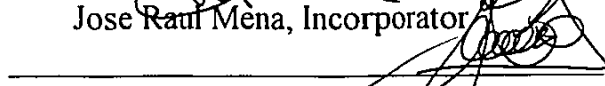
### NAME

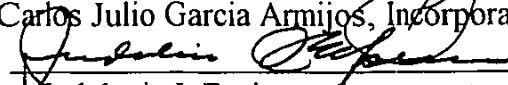
### ADDRESS

Jose Raul Mena	1301 West 83 Street Hialeah, Fl. 33014
Indalecio I. Espinosa	4485 West 4 Avenue Hialeah, FL. 33012
Carlos Julio Garcia Armijos	Ave. Julio Garcia # 179 Torres de Limatambo San Borja, Lima, Peru

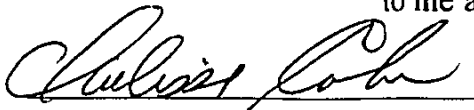
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this \_\_\_\_\_ day of February 26, 1997

  
\_\_\_\_\_  
Jose Raul Mena, Incorporator

  
\_\_\_\_\_  
Carlos Julio Garcia Armijos, Incorporator

  
\_\_\_\_\_  
Indalecio I. Espinosa, Incorporator

STATE OF FLORIDA } The foregoing instrument was acknowledged  
COUNTY OF DADE } by Jose Raul Mena, Carlos Julio Garcia Armijos  
and Indalecio I. Espinosa who is personally known  
to me and who did take an oath.

  
\_\_\_\_\_  
Ivelisse Cohen

My Commission Expires:

Notary Public  
State of Florida at Large



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.501, Florida Statutes, the undersign corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GEM Systems International, Inc.

2. The name and address of the registered agent and office is:

Jose Raul Mena

1301 W. 83 Street  
Hialeah, Fl. 33014

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Jose Raul Mena

Date 2-26-97