

P970000-26101

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

600002121606--8

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Office Use Only

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

1. FERSO ENTERPRISES INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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97 MAR 24 PM 2:26
TALLAHASSEE, FLORIDA

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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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97 MAR 24 AM 11:08
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FERSO ENTERPRISES, Inc.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, **FERNANDO GONZALEZ**, whose post office address is 9467 SW 76th Street #Q8 Miami, Florida. 33173 and mail address PO Box 833175 Miami, Florida. 33183 being at least twenty-one (21) years of age, do hereby proclaim that he is forming a Corporation, under and by virtue of the general laws of the State of Florida.

SECOND: That the name of the Corporation (which is hereinafter referred to and called the "Corporation") is: **FERSO ENTERPRISES Inc.**

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

a) To buy, sell, exchange, lease, repair, import, and export automobiles, trucks, and vehicles of any kind foreign and domestics, to buy sell and deal in all kinds of automobiles, trucks and vehicles parts. and to carry on such business as wholesalers, retailers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise to buy, sell and deal in at retail, and to export and import.

To own, lease, and operate a general merchandise business, both wholesale and retail, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornaments shrubs and plants, baskets and other containers, and related products.

b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of new as used goods, merchandise, implements, and other personal property or equipment of every kind such as consumable products, dental, medical, and surgical supplies, computers, telephone, agricultural equipment and materials, electronics, art crafts, automobiles, trucks, gasoline, diesel, and gas motors, industrial security goods, chemical products, furniture, office equipment and materials, pharmaceutical products, medications, tools, toys, machinery, machinery parts, hardware materials and accessories, etc.

c) To conduct and carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all States, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices

and agencies, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell exchange, let or in any manner encumber or dispose of real property wherever situated.

e) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Florida or any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holder of any shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of the corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

f) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities and other evidence of indebtedness created or issued by any such corporation or association.

g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or their obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance of assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired, and to sell, pledge discount or otherwise dispose of such bonds, notes, or other obligations, of the Corporation for its corporate purposes.

h) To carry on any of the businesses hereinbefore enumerated for itself, or for accounts of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transactions of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all States, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies,

in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

FOURTH: The post office address of the principal office of the Corporation in this State is 9467 SW 76th Street #Q8 Miami, Florida. 33173 The name and post office address of the Resident Agent for this Corporation in this State is Fernando Gonzalez 9467 SW 76th Street #Q8 Miami, Florida. 33173. Said resident agent is an individual actually residing in the State of Florida.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares at no par value as authorized, which shares are of one class and are designated common stock. Each share of common stock shall entitle the holder thereof to one (1) vote in all proceeds in which action shall be taken by stockholders of the Corporation. Each stockholder shall to the Corporation or to other stockholder of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Stockholder.

a) The Stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, for such considerations as the Stockholder may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation. No shares of stock may be issued or sold at any time that there are shares already outstanding except by affirmative vote of the holders of all outstanding stock of the corporation.

b) The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

c) All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.

d) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the shareholders of this Corporation are pecuniarily or otherwise interested in, or are shareholders or officers of, such other corporation; any shareholders individually, or any firm of which any shareholders may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Shareholders or a majority thereof; and any shareholders of the Corporation who is also a shareholder or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Shareholders of this Corporation, which shall authorize any such contract or transaction and may vote thereafter to authorize any

such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation.

e) The Shareholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The shareholders may in their discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Shareholders shall deem expedient.

f) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no amendment of its charter shall be valid unless it shall have been authorized by the holder of all of the commonstock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

g) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, other than such, if any, as the Shareholders in their discretion may determine, and at such price as the Shareholders in their discretion may fix; and any shares or convertible securities which the Shareholders may determine, be offered to holders of any class or class of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

h) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholder, such action shall be effective and valid if taken or authorized by the affirmative vote of all the stockholders or subscribers for stock.

i) The Shareholders shall have power to declare and authorize the payment of stock dividends, and shall have authority to exercise all the powers of the corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporation or unincorporated business entities.

SEVENTH: The number of Directors of the Corporation shall be one (1) which number may be changed pursuant to the by-laws of the Corporation, but shall never less than three (3). the name and residence of the person who has been selected as the Board of

Director's to manage the business and affairs of the Corporation for the first year, or until his successor is duly chosen and qualified are as follows

Fernando Gonzalez 9467 SW 76th Street Q#8
Miami, Florida. 33173

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the Corporation on the third Saturday in January, 1998, and on the third Saturday in July in each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by the By-Laws. The director receiving the highest number of votes shall hold his office for three (3) years, and until his successors are elected; the next director receiving the next highest number of votes shall hold his office for two (2) years and until his successors are elected. At the first annual meeting thereafter one (1) director shall be elected for the term of three (3) years and at each annual election thereafter, one (1) director shall be elected for the term of three (3) years.

TENTH: Immediately upon the election of the directors and the adjournment of the stockholders meeting, or as soon thereafter as convenient, the directors so elected shall meet and organize by electing one of their number president, and one of their number vice-president, and by electing from their number or from the stock-holders (or same persons, if desired) a secretary and treasure, each of whom shall perform such duties and posers as generally appertain to such offices and as my be stated or required of them by the By-Laws or by the Board of Directors.

ELEVENTH: The private property of the stockholders of this corporation shall not be subject to the payment of the Corporation debts in any amount or to any extent whatever.

TWELFTH: These articles may be changed, altered, or amended at any authorized meeting of the stockholders by a vote of the stock-holders representing a majority of the stock.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the
_____ day of _____, 19_____.


FERNANDO GONZALEZ

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: PERSO ENTERPRISES, Inc.

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

FERNANDO GONZALEZ

(NAME)

9467 SW 76th Street #08 Miami, Florida. 33173

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida. 33173

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE



DATE

March 20, 1997