

*LAZARUS CORPORATION INDUSTRIES INC.*  
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Address  
 MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #  
 LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. NEMESIS INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 TALLAHASSEE, FLORIDA

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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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*[Handwritten signature]*

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
NEMESIS, INC.**

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(I), (We), the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, and for the formation of liabilities, rights privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this Corporation shall be **NEMESIS INC.** Its principal business shall be carried on at 17221 N.W. 48 Court, Carol City, Florida 33055 and such other places or points in the State of Florida, and the United States and foreign countries as made from time to time as authorized by the Board of Directors.

**ARTICLE II**

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

**SECTION 1**

To conduct a general business in any activity allowed by law.

**SECTION 2**

To engage in any lawful activities including the purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choices in action, either as owner, broker, agent or factor.

**SECTION 3**

To engage in the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business affairs, and without limit as to the amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

**SECTION 4**

This Corporation shall have all the general powers together with all of 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 powers.

## **SECTION 5**

The foregoing clauses shall be construed both as objects and powers, but not recitation, expression or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that other lawful powers not inconsistent therewith be hereby included.

## **ARTICLE III**

The maximum number of share of stock that this Corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

## **ARTICLE IV**

This Corporation shall do bsiness with a capital of not less than One Hundred Dollars (\$100.00).

## **ARTICLE V**

This Corporation shall exist perpetually.

## **ARTICLE VI**

The principal place of this Corporation shall be located in Dade County, Florida at 17221 N.W. 48 Court, Carol City, Florida 33055 and it may have such other places of business both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

## **ARTICLE VII**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

## **ARTICLE VIII**

The name and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation and until their successors sre elected, and have qualified are:

**Shorne Gerald Fortune**  
**President, Secretary,**  
**Treasurer**

**17221 N.W. 48 Court**  
**Carol CItY, Florida 33055**

#### **ARTICLE IX**

The Registered Agent of this Corporation shall be: **Shorne Gerald Fortune**, whose address is 17221 N.W. 48 Court, Carol City, Florida 33055.

#### **ARTICLE X**

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock is as follows:

NAME	# OF SHARES
Shorne Gerald Fortune 17221 N.W. 48 Court Carol City, Florida 33055	100

The subscriber(s) to the above stock do hereby certify that the above subsription amounts to at least \$100.00 and that said sum has been paid to the Corporation.

ARTICLE XI

The provisions of this Chapter, and each and every article and section hereof, and the By-Laws of the Corporation shall be considered a part of every contract and transaction to which this corporation dealing with this Corporation is hereby charged with knowledge and notice.

IN WITNESS WHEREOF, we hereunto set our hands and seals this  
31st day of March 1997.

  
Shorne Gerald Fortune, President,  
Secretary, Treasurer

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

NEMESIS, INC., organized under the State of Florida, with its principal office as indicated in the Articles of Incorporation at 17221 N.W. 48 Court, City of Carol City, County of Dade, State of Florida, has named Shorne Gerald Fortune, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the 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: Shorne Fortune

Registered Agent

Shorne Gerald Fortune

STATE OF FLORIDA)  
COUNTY OF DADE )ss:

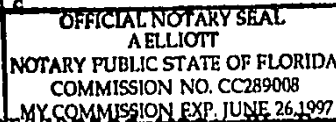
I HEREBY CERTIFY that on this day, personally appeared before me, Shorne G Fortune well known, and known to be the person(s) described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he/she executed and subscribed to the same for the same purpose therein expressed.

WITNESS my signature and official seal at Miami, said County of Dade, this 31st day of March 1997.

A Elliott

Notary Public

My commission expires:



Proof of identification presented was: FL Driver's License # F635-78-71-456-0.

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