

797000032243

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

100002137851--7

-04/09/97--01061--029

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

Office Use Only

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

1. PEACSON, import & export inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 APR -9 PM 2:44  
STATE  
TALLAHASSEE

☒ 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 APR -9 AM 10:56  
DIVISION OF CORPORATION

K.R. APR - 9 1997

ARTICLES OF INCORPORATION  
OF  
PACHGONZ IMPORT & EXPORT INC.

FILED  
97 APR -9 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these ARTICLES OF INCORPORATION is a natural person competent to contract and hereby form a CORPORATION for profit under CHAPTER 607 of the FLORIDA STATUTES.

ARTICLE 1 - NAME

The name of the Corporation is PACHGONZ IMPORT & EXPORT INC.

ARTICLE 2 - PURPOSE OF THE CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the UNITED STATES and of the STATE of FLORIDA.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this CORPORATION is 5491 WEST 24TH AVE. HIALEAH, FLORIDA 33016 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporators of this CORPORATION are ALEJANDRO GONZALEZ, 5491 WEST 24TH AVE., HIALEAH, FLORIDA 33016, MIGUEL ANGEL PACHECO, 5491 WEST 24TH AVE., HIALEAH, FLORIDA, 33016, RUTH GONZALEZ, 5491 WEST 24TH AVE., HIALEAH, FLORIDA 33016 and ERICK MAURICIO PACHECO, 5491 WEST 24TH AVE., HIALEAH, FLORIDA, 33016.

ARTICLE 5 - DIRECTORS

The initial BOARD OF DIRECTORS of the Corporation shall be ALEJANDRO GONZALEZ, PRESIDENT, ERICK PACHECO, VICE-PRESIDENT, MIGUEL ANGEL PACHECO, TREASURER and RUTH GONZALEZ, SECRETARY whose address shall be the same as the Principal Office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED SHARES of COMMON STOCK, each share having the par value of ONE

DOLLAR (\$ 1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.3 The Board of Directors of the Corporation may authorize the issuance from time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S CORPORATION, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the

Corporation to be taxed under Sub-Chapter  
S of the Internal Revenue Code of 1986, as  
amended"

#### ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law on these ARTICLE OF INCORPORATION.

#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interested in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 5491 WEST 24TH AVE., HIALEAH, FLORIDA 33016. The name and address of the Registered Agent is ALEJANDRO GONZALEZ 5491 W. 24, AVE, HIALEAH FLORIDA

#### ARTICLE 12 - BY-LAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

#### ARTICLE 13 - EFFECTIVE DATE

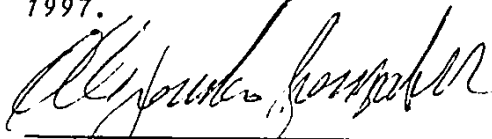
The Corporation shall exist Perpetually. The date when the corporate existence of this Corporation shall begin, shall be when these ARTICLES OF INCORPORATION are received and accepted by the SECRETARY OF STATE OF FLORIDA.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these ARTICLES OF INCORPORATION, or in any amendment hereto, or to add any provision to these ARTICLES OF INCORPORATION or to any amendment

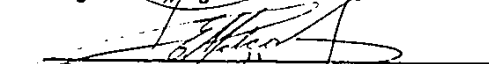
hereto, or to add any provision to these ARTICLES OF INCORPORATION or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of FLORIDA, and all rights conferred upon shareholders in these ARTICLES OF INCORPORATION or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing ARTICLES OF INCORPORATION under the laws of the State of FLORIDA, this 4 day of FEBRUARY 1997.

  
ALEJANDRO GONZALEZ

  
RUTH GONZALEZ

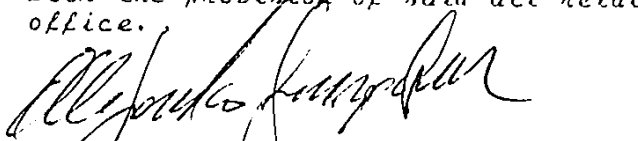
  
MIGUEL ANGEL PACHECO

  
ERICK MAURICIO PACHECO

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

First, PACHGONZ IMPORT & EXPORT INC. desiring to organized under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the city of Miami, County of Dade, State of Florida, has designated ALEJANDRO GONZALEZ. as its agent to accept service of process within this State.

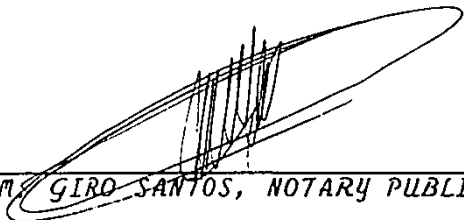
Having been Named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

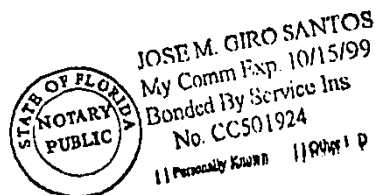
  
ALEJANDRO GONZALEZ

STATE OF FLORIDA )  
                                  SS  
COUNTY OF DADE )

I hereby certify that on this day before me, a Notary Public duly authorized in the state and county named above to take the acknowledgments, personally appeared ALEJANDRO GONZALEZ, MIGUEL ANGEL PACHECO, RUTH GONZALEZ and ERICK MAURICIO PACHECO to me known to be the persons described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

Witness my hand and official seal in the County and State above this 4 day of FEBRUARY 1997.

  
JOSE M. GIRO SANTOS, NOTARY PUBLIC



FILED  
97 APR -9 PM 2:44  
RECEIVED AT STATE  
TALLAHASSEE FLORIDA