

**P700033291**

LEZARD'S CORPORATE INVESTMENTS, INC.  
 Requestor's Name  
 90 S.W. 87 AVENUE SUITE: 16  
 Address  
 MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #  
 LOCAL REPRESENTATIVE TALLAHASSEE

900002089299--9  
 -02/17/97--01069--003  
 Office \*\*\* Daily 50 \*\*\*122.50

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

1. TROPICAL FOODS CORPORATION  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED  
 97 APR 14 AM 11:17  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- ☒ Walk in   
 ☒ Pick up time 2:10   
 ☒ 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

**4/14**  
**W97-3783**

**CARLOS L. FERNANDEZ**

ATTORNEY AT LAW

9485 SUNSET DRIVE

SUITE A-204

MIAMI, FLORIDA 33173

TELEPHONE (305) 275-8050

FAX (305) 279-6504

February 10, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations

Department of State  
P.O. Box 6327  
Tallahassee, Florida

RE: **TROPICAL FOODS CORPORATION**

To Whom It May Concern:

I am enclosing a proposed Certificate of Incorporation for a Florida Corporation and the Resident Agent Designation for filing, together with a check in the sum of \$122.50 to cover the cost of same.

Thank you for your anticipated cooperation.

Sincerely yours,



CARLOS L. FERNANDEZ, ESQ.

CLF:cf  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 17, 1997

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

SUBJECT: TROPICAL FOODS CORPORATION  
Ref. Number: W97000003783

We have received your document for TROPICAL FOODS CORPORATION 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 697A00008309

RECEIVED  
97 APR 14 AM 10:49  
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION  
OF  
TROPICAL FOODS USA CORP.

FILED  
97 APR 14 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, do hereby associate myself and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be TROPICAL FOODS USA CORP.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 1000 shares of stock which shall be common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This Corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) dollars.

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be

located at 13161 N.W. 43rd Ave, Opa Locka, Florida, 33054; other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. Originally there will be one director. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

##### Board of Directors

Fernando Cabeza  
13161 N.W. 43 Ave  
Opa Locka, FL 33054

##### Officers

President	Fernando Cabeza
Secretary/Treasurer	Fernando Cabeza

#### ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Carlos L. Fernandez, Esq.  
9485 Sunset Drive, Suite A-204  
Miami, Florida 33173

#### ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE

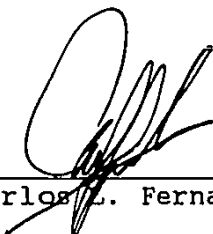
Upon election of a Board of Directors by the stockholders such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE THIRTEEN

This corporation shall designate Carlos L. Fernandez located at 9485 Sunset Drive, Suite A-204, Miami, Florida, 33173 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 9th of

April, 1997.

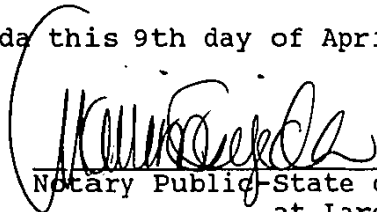
  
\_\_\_\_\_  
Carlos L. Fernandez, Esq.

STATE OF FLORIDA     )

COUNTY OF DADE       )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Carlos L. Fernandez, who executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed, under oath and produced a \_\_\_\_\_ as identification or is known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 9th day of April, 1997.

  
\_\_\_\_\_  
Notary Public-State of Florida  
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL MAIRIM TEJEDA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC575984 MY COMMISSION EXP. AUG. 11, 2000
--

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that TROPICAL FOODS USA CORP., desiring to organize 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 named CARLOS L. FERNANDEZ, Esq. whose offices at 9485 Sunset Driver, Suite A204, Miami, Florida 33173 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at 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.

  
\_\_\_\_\_  
CARLOS L. FERNANDEZ, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 APR 14 AM 11:17

FILED