

097000039495

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

Office Use Only

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

1. J. & W ENTERPRISES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 200002161617--S
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4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
97 MAY -2 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -1 AM 10:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87TH AVENUE
SUITE 16
MIAMI, FL 33174

SUBJECT: J & W ENTERPRISES, INC.
Ref. Number: W97000010120

We have received your document for J & W ENTERPRISES, 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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 of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 497A00022935

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97 MAY -2 PH 3:32
DIVISION OF CORPORATIONS

FILED
97 MAY -2 PH 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
VILLACRES & FONTANA CORP.

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 VILLACRES & FONTANA CORP.

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.

Articles 3 - Principal Office

The address of the principal office 8572 NW 198 Street, Miami, Florida 33015 and the mailing address is the same.

Articles 4 - Incorporators

The name and street address of the incorporator of this Corporation are Cillibette Villacres, 8572 N.W. 198 Street, Miami, Florida 33015. Graciela Fernandez, 8572 NW 198 Street, Miami, Florida 33015 and Jose Fontana, 8572 NW 198 Street, Miami, Florida 33015.

Article 5 -

The initial Board of Directors of the Corporation shall be: Caltibette Villares, President; Graciela Fernandez, Vice President and Jose Fontana, 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 the 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 securities convertible into shares of any class, 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 to 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, 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 preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, participation, 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 is 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, 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 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 or 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 claim in respect of 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, 851 1/2 NW 128 Street, Miami, Florida 33015. The name and address of the Registered Agent is Jose Jordana - 851 1/2 NW 128 Street, Miami, Florida 33015.

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 and 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.

Articles 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 19 - Amendment

There is no power or authority in the stockholders 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 in any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of North Dakota, and all rights conferred upon shareholders in these *Articles of Incorporation* or any amendment hereto are hereby subject to the restrictions.

In Witness Whereof, I have hereunto set my hand and seal, acknowledged and filed the foregoing *Articles of Incorporation* under the laws of the State of North Dakota this 2nd day of April 1907.

Cellibette Villacres

Cellibette Villacres

Graciela Fernandez

Graciela Fernandez

José Fontana

José Fontana

FILED

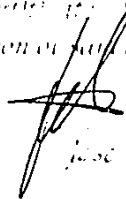
97 MAY -2 PH 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 18871, Florida Statutes, the following is submitted in compliance with statute:

VILLACRES & FONTANA CORP.

First, *destined to be organized under the laws of the*
State of Florida with its principal office as indicated in the *Articles of*
Incorporation, in the City of *Thurlock*, County of *Dade*, State of *Florida*. As
to *Jose Fontana*, as its agent to accept service of process, within this State,
having been named as accept service of process for the above stated corporation in
Chapter 18871 of the Florida Statutes, I hereby accept service of process and
agree to comply with the provision of said act relative to keeping open said office.


Jose Fontana

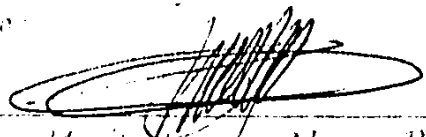
(State of Florida)

SS

(County of Dade)

I hereby certify that on this day before me, a Notary Public duly authorized in
the state and country named above to take the acknowledgments, personally appeared
Enibette Villacres, Craciela Hernandez and Jose Fontana 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 these
Articles of Incorporation.

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


Jose M. Giro Santos, Notary Public

