

P97000046227

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

300002190143--1

-05/23/97--01095--023

****122.50 ****122.50

Office Use Only

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

1. LEHER SYSTEMS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ 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

MAY 23

BSB

**CERTIFICATE OF INCORPORATION OF
LEHER SYSTEMS, INC
ARTICLES OF INCORPORATION**

FILED
97 MAY 23 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate for the purpose of becoming a Corporation under the laws of the Florida Business Corporation, providing of a corporation for profit.

ARTICLE I: The name of the corporation shall be: LEHER SYSTEMS, INC.

ARTICLE II: The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III: The maximum number of shares of stock with a three dollar (\$1) per value that is authorized to have outstanding at any one time is one thousand shares.

ARTICLE IV: The amount of Capital with which this Corporation will begin business will not be less than one thousand Dollars (\$1000.00).

ARTICLE V: The Capital stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by small Business Tax Revision Act of 1958; all of the stocks and securities in lieu of cash or at just valuation are to be determined by the Board of Directors of this Corporation.

ARTICLE VI: This Corporation is to have a perpetual existence.

ARTICLE VII: The principal office of this Corporation shall be:

130 NW 86TH PLACE
MIAMI, FLORIDA 33126

ARTICLE VIII: The number of members of the Board of Directors of this Corporation shall not be less than one person. The name and post office address of the first Board of Director, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and Acts of legislature, shall hold office for the first year of the Corporation's existence or until successors are elected and shall be duly qualified are:

<u>Name</u>	<u>Address</u>
Hernan D. Coll President/Secretary	4290 NW 102 AVE. No.104 MIAMI, FLORIDA 33178
Leopoldo E. Briceño Vice-President/Treasurer	130 NW 86 TH PLACE MIAMI, FLORIDA 33126

ARTICLE IX: The name and post office address of each subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Hernan D. Coll	4290 NW 102 AVE. No. 104 MIAMI, FLORIDA 33178
Leopoldo E. Briceño	130 NW 86 TH PLACE MIAMI, FLORIDA 33126

ARTICLE X: No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be shareholder in this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, exclusive of the stock to be sold. The shares of stock held by the stockholder proposing to sell or transfer his shares may not be voted or counted for the purpose of said meeting.

ARTICLE XI: The Corporation shall have the further right and power to; from time to time determine whether and to what extent and what time and places and under what conditions and regulations the accounting books of this Corporation (other than the stock books) or any of them, shall be open to the inspection of the stockholder and no stockholder shall have the right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

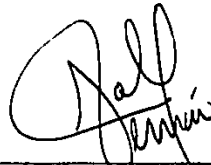
ARTICLE XII: The Corporation in its By-Laws, may confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholders and Directors shall have the power, if the By Laws so provide, to hold their respective meetings and to have one or more Officers within and without the State of Florida, and to keep the books of this Corporation (subject to the provisions of this statute) outside the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

The Corporation reserves the right to amend, alter change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereafter prescribed by Statute, and all rights conferred upon the the Stockholders herein, are granted subject to this reservation.

We, the undersigned, being the only original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring that the facts herein above stated are true and so respectively agree to abide by the Articles as herein stated.

SUBSCRIBED AT MIAMI, Dade County, Florida on this 20 day of MAY, 1997



Hernan D. Coll

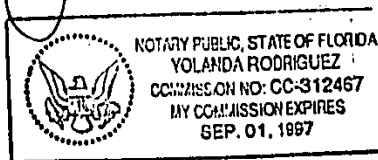
STATE OF FLORIDA)
)SS
COUNTY OF DADE

BEFORE ME, The undersigned authority personally appeared Hernan D. Coll, who after being duly sworn and under oath, depose and state that he signed the above and foregoing Certificate of Incorporation on this 20 day of May 1997.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: **LEHER SYSTEMS, INC.**
2. The name and the address of the registered agent and office is:

Leopoldo E. Briceño
130 NW 86TH PLACE
MIAMI, FLORIDA 33126

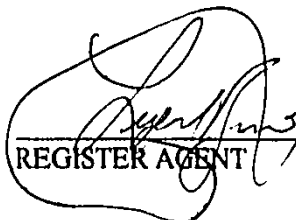


Hernan D. Coll

TITLE: President

Date: 5-20-97

HAVING BEEN AS REGISTERD 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 AGRR 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 ACCPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT



REGISTER AGENT

DATE: 5/20/97

FILED
97 MAY 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA