

P97000052561

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. GRUPO MILANES BUCCINNA INC.
(Corporation Name) (Document #)

2. Translation: GRUPO MILANES BUCCINNA INC.
(Corporation Name) (Document #)

3. (Corporation Name) (Document #) 000002211480--5

4. (Corporation Name) (Document #) -06/13/97--01051--002
***122.50 ***122.50

☒ 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

JUN 13

BSB

FILED
97 JUN 13 PM 2:07
TALLAHASSEE, FLORIDA
RECEIVED
97 JUN 13 AM 11:05
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
GRUPPO MILANES BUCCINNA INC.

FILED
97 JUN 13 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:
GRUPPO MILANES BUCCINNA INC.

ARTICLE II

This corporation shall have perpetual existence, unless--
sooner dissolved in accordance with the laws of the State of-
Florida.-

ARTICLE III

This corporation is organized for the purpose of transacting--
any and all business permitted under the laws of the United -
States and the State of Florida.-

ARTICLE IV

This Corporation is authorized to issue ONE HUNDRED SHARES
(100) shares of ONE DOLLAR (\$ 1.00)----- par
value of common stock, which shall be designated "Common-
Stock".-

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of
this Corporation of the same kind, class or series as that --
which he already holds, shall have the right to purchase his--
pro rata share thereof (as nearly as may be done without
issuance of fractional share) at the price at which is
offered to others.-

ARTICLE VI

The street address of the initial principal office of this Corporation is: 7511 NW 73 ST-SUITE 105, MIAMI, FL. 33166- -- and the name of the initial Registered Agent of this Corporation is: ISABELLA MILANES BUCCINA, 6538 COLLINS AVE. #322, MIAMI BEACH, FLORIDA 33141.-

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO director(s) initially.- The number of directors may be either increased or diminished -- from time to time by the bylaws but shall never be less than ONE.-

The name(s) and address(es) of the initial director(s) of the Corporation is(are):

ISABELLA MILANES BUCCINNA
6538 COLLINS AVE. #322
MIAMI BEACH, FL. 33141

-President
-Secretary

SHARE
51 %

ISABEL M. BUCCINNA
8300 SW 46 ST
MIAMI, FLORIDA 33155

-Vice-President
-Treasurer

49 %

ARTICLE VIII

- 1.- The initial bylaws of this Corporation shall be adopted -
by the Board of Directors.- The bylaws may be amended from --
time to time by either the stockholders or the directors.- --
The stockholders may amend, alter or repeal any bylaw adopted
by the directors.- The directors may not alter, amend or re--
peal any bylaws adopted by the stockholders, nor may the --
directors adopt bylaws which would be in conflict with the --
bylaws adopted by the stockholders.-
- 2.- Any incorporator or stockholder present at any meeting, -
either in person or by proxy, and any director present in --
person at any meeting of the Board of Directors, shall be --
deemed to have received proper notice of such meetings unless
he shall make objection at such meeting to any defect on in--
sufficiency of notice.-
- 3.- Each director and officer of the corporation, whether or-
not then in office, shall be indemnified by the Corporation--
against all costs and expenses reasonable incurred by or --
imposed upon him in connection with or arising out of any --
claim, demand, action, suit or proceeding in which he may be-
involved or to which he may be a party by reason of his being
or having been a director or officer of the Corporation, said
costs and expenses to include attorney's fees and the costs-
of reasonable settlement made with a view to curtailment of -
costs of litigation, except in relation to matters as to -

which he finally shall be adjudged in any such action, suit--
or proceeding to have been derelict in the performance of his
duty as such officer or director.- Such right of indemnifica-
tion shall not be exclusive of any other rights to which he -
may be entitled as a matter of law; and the foregoing right -
of indemnification shall inure to the benefit of the heirs, -
executors and administrators of any such director or officer.

4.- A director or officer of the Corporation shall not be-
disqualified by his office from dealing or contracting with -
the Corporation either as a lender, purchaser, or otherwise, -
nor shall any transaction or contract of the Corporation be -
void or voidable by reason of the fact that any director or -
officer or any firm of which any director or officer is a or-
any corporation of which any director or officer is a stock--
holder or director, is in any way interested in such transac-
tion or contract, provided that such contract or transaction-
is or shall be authorized, ratified, or approved by either: -
(a) a vote of a majority of the outstanding shares of the --
stock in the Corporation entitled to vote; or (b) a vote of a
majority of the board of directors having no interest in such
contract or transaction.- A director interested in the
contract or transaction who is present may participate in the
meeting and may be counted for quorum purposes.- Additionally
no director or officer shall be liable to account to the Cor-
poration for any profits realized by, from, of through any
such transaction or contract authorized, ratified or approved

- 5 -

as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such -- transaction or contract.- Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.-

ARTICLE IX

The name(s) and address(es) of the person(s) signing these -- articles is(are): ISABELLA MILANES BUCCINNA
6538 COLLINS AVE. #322
MIAMI BEACH, FL. 33141

ISABEL M.BUCCINNA
8300 SW 46 ST
MIAMI, FL. 33016

IN WITNESS WHEREOF:

The undersigned subscriber(s) has(have) executed these articles of incorporation this 9th day of June, 1997.-


ISABELLA MILANES BUCCINNA


ISABEL M.BUCCINNA

FILED
97 JUN 13 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT -
UPON WHOM SERVICE OF PROCESS MAY BE MADE.-

In compliance with section 607.034 of the Florida Statutes
the following is submitted:


Desiring to organize or qualify under the laws of the State -
of Florida with its principal place of business in the City -
of MIAMI County of DADE, Florida, whose Cor--
porate name is: GRUPPO MILANES BUCCINNA INC.

has named as its Agent to accept service of process within -
the Sate of Florida: ISABELLA MILANES BUCCINNA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-
mentioned Corporation, at place designated in this Certifica-
te, I here by agree to act in this capacity, and further
agree to comply with the provisions of all the Statutes rela-
tive to the proper and complete performance of my duties.-

Dated ~~this~~ 9th day of JUNE 1997.-



RESIDENT AND REGISTER AGENT
ISABELLA MILANES BUCCINNA
6538 COLLINS AVE. # 322
MIAMI BEACH, FL.33141