

797000054261

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

FILED

97 JUN 19 PM 1:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. BAYLESE CORPORATION  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<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 JUL 19 AM 10:20  
DIVISION OF CORPORATION

2 **Articles of Incorporation**

3  
4 of

5 BAYLESE CORPORATION

6 (a corporation for profit)

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SEC. 1  
TALLAHASSEE

7 WE, the undersigned subscribers to these Articles of Incorporation, each  
8 a natural person competent to contract, hereby associate themselves together  
9 in order to form a CORPORATION FOR PROFIT under the provisions of § 607  
10 of the Florida Statutes, with all the powers, rights, privileges, and immunities;  
11 and to that end we do, by these Articles, set forth:  
12

13 **ARTICLE I - NAME, ADDRESS AND AGENT**

14  
15 The name of this corporation shall be:

16 BAYLESE CORPORATION.-

17 (hereinafter referred to as "the corporation"). Its Registered Office shall be  
18 located at 2035 S.W. 21st. Street, MIAMI, FLORIDA 33145. *Principal*  
19 and its Registered Agent shall be Mr. Jose J. ALONSO.- *Office*  
20

21 **ARTICLE II - TERM OF EXISTENCE**

22  
23 The corporation's term of existence or duration shall be perpetual.  
24

25 **ARTICLE III - PURPOSES**

26 The general nature of the business, objectives, and purposes to be  
27 transacted and carried on are to do any and all things allowed and permitted to  
28 be done by corporations under the Laws and Constitution of the State of Florida.

2 **ARTICLE IV - STOCK**

3  
4 The stock of this Corporation shall be divided into ONE THOUSAND  
5 (1,000) shares of stock of a par value of \$1,000. and no/100 Dollars  
6 (\$1.00) per share, all of one class, namely, Common Stock, and having an  
7 aggregate value of ONE THOUSAND, ----- and no/100 Dollars  
8 (\$1,000.00). All said stocks shall be payable in cash, property, labor or  
9 services, at a just valuation to be fixed by the Board of Directors; property, labor  
10 or services may be purchased or paid for with the capital stock, at a just  
11 valuation to set by the Board of Directors.  
12

13 **ARTICLE V - CAPITAL**

14 The amount of capital with which this corporation shall begin business  
15 shall be no less than Five Hundred ---- and no/100 Dollars (\$500.00.-).  
16

17 **ARTICLE VI - DIRECTORS**

18  
19 The number of directors of the Corporation shall not be less than two(2)  
20 or more than fifteen(15), or as provided in the Bylaws of this corporation.  
21

22 **ARTICLE VII - BOARD OF DIRECTORS**

23 The names and addresses of the persons who are to serve as Directors  
24 for the ensuing year, or until the first annual meeting of the corporation, are:  
25

26 Mr. Claudio M. HUERTAS CRISTOFILIS ..... 2035 SW 21st. Street  
Miami, Florida 33145.-  
27 Mr. Jose J. ALONSO ..... 2035 SW 21st. Street  
Miami, Florida 33145.-  
28 Dr. Maria ALONSO ..... 2035 SW 21st. Street  
Miami, Florida 33145.-

2  
3 NAME(S)

ADDRESSES

4  
5  
6  
7  
8  
9  
10  
11  
12 a) Members of the Board of Directors shall be elected and hold office  
13 in accordance with the By-Laws;

14 b) The business affairs of this corporation shall be managed by the  
15 Board of Directors; and

16 c) The Board of Directors shall be shareholders in the Corporation.

17 ARTICLE VIII - OFFICERS

18  
19 a) This corporation shall have the following officers:

- 20  
21 1) a President;  
22 2) a Vice-President;  
23 3) a Secretary; and  
24 4) a Treasurer.

25 b) A person may hold two or more offices;

26 c) The Board of Directors shall, by majority vote, elect the persons who  
27 are to serve as officers for the ensuing year in their annual meeting or as  
28 provided in the By-Laws; and

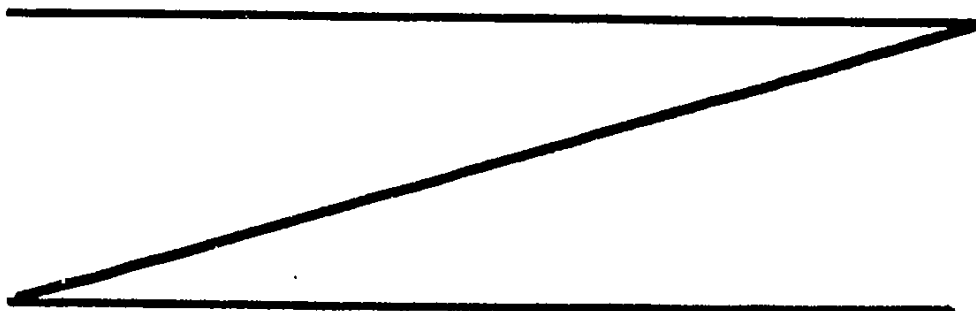
2 d) The names of the persons who are to serve as officers of this  
3 corporation until the first annual meeting of the Board of Directors are as follows:  
4

5 <u>NAMES</u>	6 <u>OFFICES</u>
7 Mr. Claudio M. HUERTAS CRISTOFILIS.....	8 President
9 Mr. Jose J. ALONSO .....	10 Vice-President
11 Dr. Maria ALONSO .....	12 Secretary
13 Mr. Jose J. ALONSO .....	14 Treasurer

15 ARTICLE IX - SUBSCRIBERS

16 The names, addresses, and numbers of shares of Common Stock each  
17 of the Subscribers to these Articles agreed are as follows:  
18

19 <u>NAMES AND ADDRESSES</u>	20 <u>NUMBER OF SHARES</u>
21 Mr. Claudio M. HUERTAS CRISTOFILIS .....	22 <u>-334-</u> <u>Shares</u>
23 Mr. Jose J. ALONSO .....	24 <u>-333-</u> <u>Shares</u>
25 Dr. Maria ALONSO .....	26 <u>-333-</u> <u>Shares</u>



2  
3  
4 **ARTICLE X - BY-LAWS**

5 The Board of Directors of this Corporation may provide such By-Laws for  
6 the conduct of its business and the carrying out of its purpose as they may deem  
7 necessary from time to time.

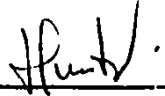
8 Upon proper notice, the By-Laws may be amended, altered, or rescinded  
9 by a two-thirds ( $\frac{2}{3}$ ) vote of those members of the Board of Directors present at  
10 any regular meeting or special meeting call for that purpose.  
11

12 **ARTICLE XI - AMENDMENTS**

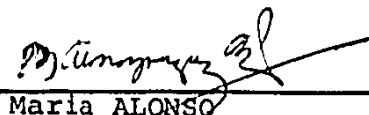
13 These Articles of Incorporation may be amended at a special meeting of  
14 the Shareholders called for that purpose, by a two-thirds ( $\frac{2}{3}$ ) vote of the  
15 Shareholders.  
16

17 Further, amendments to these Articles of Incorporation may be made at  
18 a regular meeting of the Shareholders upon notice, as provided by in the By-  
19 Laws, of intention to submit such amendments, and approval by a two-thirds ( $\frac{2}{3}$ )  
20 vote of the Shareholders.

21 WE, the undersigned subscribing Incorporators, have hereunto set our  
22 hands and seals, this 17th. day of June, A.D.1997, for the  
23 purpose of forming this Corporation for Profit under § 607 of the Florida Statutes.

24  (L.S.)  
25 Mr. Claudio M. HUERTAS CRISTOFILIS

26  (L.S.)  
27 Mr. Jose J. ALONSO

28  (L.S.)  
Dr. Maria ALONSO

## ACKNOWLEDGEMENT

STATE OF FLORIDA )

**SS:**

COUNTY OF DADE )

**BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, duly qualified and commissioned by the Governor and Secretary of State of the aforementioned State, by virtue of the authority granted to me by the Laws and Constitution of the aforementioned State, personally appeared** Mr. Claudio M. Huertas Cristofilis; Mr. Jose J. Alonso  
and Dr. Maria Alonso.

to me known to be the persons described in as Subscribers and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this 17th. day of June, A.D.1997, in the City of Miami, County of Dade, State of Florida.



**Mr. J. M. Gonzalez-Piloto**  
**Notary Public**  
**State of Florida**

**My commission expires:**  
**December 28, 1999**

1 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
2 THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED  
3 OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE  
4 SERVED.

5  
6 In compliance with § 607.034, Florida Statutes, the following is submitted:

7 First — That BAYLESE CORPORATION

8  
9 desiring to organize under the Laws of the State of Florida with its principal  
10 office, as indicated in the Articles of Incorporation, in the City of MIAMI  
11 County of DADE, State of Florida, has named Mr. Jose J. ALONSO  
12 in the City of MIAMI, County of Dade, State of Florida, as its registered  
13 agent to accept services of process within the State of Florida.  
14  
15  
16  
17  
18  
19

20 ACCEPTANCE:

21 Having been named to accept service of process for the above stated  
22 corporation, at the place designated in this certificate, I hereby accept to act in  
23 this capacity, and agree to comply with the provisions of said Act, relative to  
24 keeping open said office.  
25

26 by: Jose J. Alonso  
27 Mr. Jose J. ALONSO

28  
Registered Agent for:  
"BAYLESE CORPORATION"  
2035 S.W. 21st. Street  
MIAMI, FLORIDA 33145.  
Phones: (305) 858-0412 & 668-0118.

FILED  
97 JUN 19 PM 1:52  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA