

P970000 56947  
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

600002240436--6

-07/17/97--01053--005

\*\*\*\*\*70.00 \*\*\*\*\*35.00

Office Use Only

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

1. NORTHERN LIGHT EXPRESS, CORP.  
(Corporation Name) (Document #)
2. CAFE LOBA, INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Mail out

Pick up time 2.00

Will wait

Photocopy

Certified Copy

Certificate of State

FILED  
97 JUL 23 PM 12: 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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/ QUADRICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED -  
97 JUL 17 AM 11: 21  
DIVISION OF CORPORATION

RCAM  
7/23

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

LAZARUS CORPORATE INDUSTRIES, INC.

TALLAHASSEE, FL 33174

SUBJECT: NORTHERN LIGHT EXPRESS, CORP.  
Ref. Number: P97000056947

We have received your document for NORTHERN LIGHT EXPRESS, CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

PERHAPS THE WORD SUBSCRIBER SHOULD BE USED INSTEAD OF INCORPORATOR. IF MR. PEREZ IS TO BE ADDED AS A SECRETARY AND A DIRECTOR, IT MUST BE CLEARLY STATED.

PART FOURTH MUST BE COMPLETED.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 597A00036648

RECEIVED  
97 JUL 23 AM 11:32  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

NORTHERN LIGHT EXPRESS, CORP.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII The Directors of this corporation shall be four directors. The number of directors may be increased or diminished from time to time.

ARTICLE VII DIRECTORS: Alex Perez resident at: 19166 N.W. 78 Ct. Hialeah Gardens, Fla. will be added as Secretary, and will hold 150 shares of this corporation all other director will remain the same.

**FILED**  
97 JUL 23 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: July 10, 1997.

**FOURTH:** Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by One hundred percent (voting group)."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of July, 19 97.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ADRIAN PEREZ, PRES.

Typed or printed name

President

Title

The chairman then stated that Alejandro Perez, Secretary  
and director, a subscriber to the stock of the corporation  
has submitted to the corporation an executed assignment of all rights to subscribe to the  
capital stock of the corporation in favor of 150 shares, Alejandro Perez.  
Upon motion duly made and seconded it was

**RESOLVED**, that the board of directors finds that the assignment of subscription is in  
proper form and that it shall be accepted by the board of this corporation as submitted.

INCORPORATION

Gentlemen:

I (We) hereby tender my (our) incorporation, Secretary, stockholder  
as director of NORTHERN LIGHT EXPRESS CORP.,  
a Florida corporation, to take effect at the conclusion  
of the meeting of the board of directors at which this  
resignation is accepted.

DATED: July 10, 1997

  
\_\_\_\_\_

ALEX PEREZ. SECRETARY  
\_\_\_\_\_  
\_\_\_\_\_

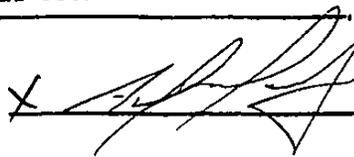
**ASSIGNMENT OF SUBSCRIPTION**

I hereby assign to ALEX PEREZ

all of my rights to subscribe to the shares of the capital stock of \_\_\_\_\_  
ONE HUNDRED AND FIFTY SHARES

a corporation organized under the laws of the State of Florida, which I have acquired either  
by virtue of being incorporator or one of the incorporators of said corporation, the  
subscriber to the articles of incorporation or a subscriber to the capital stock of the  
corporation.

EXECUTED: \_\_\_\_\_ JULY 10th \_\_\_\_\_, 19\_97

 \_\_\_\_\_

It was then noted that there was presented the following offer(s) to purchase shares of capital stock:

(a) FROM	(b) NO. OF SHARES	(c) CONSIDERATION
600	150	Alex Perez

It was determined that the consideration offered for the stock is reasonably worth the number of shares for which it was offered and that it is in the best interest of the corporation to accept the offer. It was thereupon,

**RESOLVED**, that the board of this corporation has determined that the consideration offered was of a value of at least equal to the full \_\_\_\_\_ value of the stock to be issued therefore; that each such offer be therefore accepted and that upon delivery, in full, to the corporation of the consideration offer, that an appropriate stock certificate be issued in favor of each offeror as soon as possible to reflect ownership of the shares so purchased and that each offeror thereupon constitute the stockholders of this corporation.

The chairman then presented to the meeting the question of taking advantage of the provisions of Section 1244 of the Internal Revenue Code. He noted that this Section permits ordinary loss treatment when either the holder of Section 1244 stock sell or exchanges such stock at a loss or when such stock becomes worthless. After a discussion, the following preamble was stated and the following resolution was unanimously:

**RESOLVED, THAT:**

WHEREAS, Section 1244 of the Internal Revenue Code and the regulations issued thereunder require that common stock of a corporation be issued pursuant to a written plan adopted by the corporation after June 30, 1958, which plan must offer only such common stock during a period specified in the plan ending not later than two years after the plan is adopted, and

WHEREAS, Section 1244 and the regulations issued thereunder further require that the plan must specifically state, in terms of dollars, the maximum amount to be received by the corporation in consideration of the stock to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities), and

WHEREAS, this corporation qualifies as a small business corporation as defined in Section 1244, and there is not unissued any portion of a prior offering of any of this corporation's stock, and

WHEREAS, pursuant to the requirements of Section 1244 and the Regulations issued thereunder the following plan has been submitted to the corporation by the board of directors of the corporation: