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LAZARUS CORPORATE INDUSTRIES, INC. Requestor's Name 890 S.W. 87 AVENUE, SUITE: 16 Address FLORIDA 33174 (305)552-5973 City/State/Zip Office Use Only LOCAL REPRESENTATIVE TALLAHASSEE CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. G. C. & M. CORPORATION (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Pick up time _______ Walk in Will wait L Photocopy Certificate of Status Mail out NEW FILINGS **AMENDMENTS** DIVISION OF CORPORATION RECEIVED 97 AUG -6 AM 10: 4.7 **Profit** Amendment Resignation of R.A., Officer/Director **NonProfit Limited Liability** Change of Registered Agent Dissolution/Withdrawal Domestication Other Merger OTHER FILINGS COUALIFICATION **Annual Report** Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark

W97-18142

Other

K.R. AUG 0 6 1997

K.R. AUG 0 7 1997
Exeminer's Initials

CR2E031(1/95)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 6, 1997

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

SUBJECT: G.C. & M. CORPORATION

Ref. Number: W97000018142

We have received your document for G.C. & M. CORPORATION and your check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The 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/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 ধ্রে। (৪50) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 197A00040031



ARTICLES OF INCORPORATION OF G. C. & M. Publishers Inc.

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE G. C. & M. Publishers Inc. AND THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE: 12803 S.W. 14 Street, Miami, Florida 33184.

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

NUMBER OF SHARES AUTHORIZED: 500
PAR VALUE PER SHARE: \$1.00
CLASS OF STOCK: COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

ARTICLE IV

THE CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE AT: 12803 S.W. 14 Street, Miami, Florida 33184. WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCHES AT OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA. THE

ARTICLE VI

THIS CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM THE TIME TO TIME UNLESS THE STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND QUALIFIED SHALL BE:

DIRECTOR AND PRESIDENT: Ulises Garcia ADDRESS: 12803 S.W. 14 Street , Miami, Florida 33184 OWNERSHIP: 100%

DIRECTOR TREASURER AND SECRETARY: Ulises Garcia

ADDRESS: SAME AS ABOVE OWNERSHIP: SAME AS ABOVE

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS: Ulises Garcia, 12803 S.W. 14 Street, Miami, Florida 33184

ARTICLE IX

THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

ARTICLE X

THIS CORPORATION SHALL INDEMNIFY AND MAY INSURE ITS OFFICERS AND DIRECTORS TO THE FULLEST EXTENT PERMITTED BY LAW EITHER NOW OR THEREAFTER.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, BEING THE INCORPORATOR HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH, WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SIGN MY NAME ON THIS DATE: July 30, 1997

Ulises Garcia

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED: Ulises Garcia, KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, WHO, AFTER BEING DULY SWORN UNDER OATH, ACKNOWLEDGES BEFORE ME THAT HE OR SHE EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORSAID.

DATE: July 30, 1997

NOTARY PUBLIC STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

THAT:G. C. & M. Publishers Inc. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED: Ulises Garcia OF: 12803 S.W. 14 Street, Miami, Florida, COUNTY OF DADE, AS ITS STATUTORY REGISTERED AGENT.

I HEREBY ACCEPT, AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.

DATE:

July 30, 1997

REGISTERED AGENT: Ulises Garcia

SIGNATUREA

FILED
97 AUG -7 PH 3: 28
SECRETARY OF STATE
AHASSEE, FLORIDA