

*9700069271*

LAZARUS CORPORATION, LOS ANGELES, CALIF.

Requestor's Name

90 S. W. 87 AVENUE, SUITE 100

MIAMI

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. 123 DISTRIBUTOR, 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               |

FILED  
97 AUG 11 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 11 AM 11:13  
DIVISION OF CORPORATION

*8/11*

Examiner's Initials

FILED  
97 AUG 11 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
1 2 3 Distributor, Inc.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I  
NAME

The name of the corporation shall be: 1 2 3  
Distributor, Inc.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, of the State of Florida.

ARTICLE III  
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV  
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: FIVE HUNDRED ( 500 ) shares of common stock having a par value of ONE DOLLAR ( \$ 1.00 ) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors and the Shareholders of this corporation.

ARTICLE V  
INITIAL CAPITAL

The amount of the capital with which the corporation shall begin business is no less than: FIVE HUNDRED ( \$ 500.00 )

**ARTICLE VI  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the corporation is :  
3535 Magellan Circle #528, Aventura, Fl.33180.

The Street address of the initial registered office  
of this corporation is: 3535 Magellan Circle #528, Aventura,  
Fl.33180.

The name of the initial Registered Agent of this  
corporation at that address is: Cristina Mendez.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have ONE ( 1 ) Director  
initially. The number of Directors may be either increased or  
decreased from time to time by action in accordance with the  
provisions of the By-Laws.

The name and address of the initial Director of this  
corporation is : Cristina Mendez, 3535 Magellan Circle #528,  
Aventura, Fl. 33180.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator of this  
corporation is: Cristina Mendez, 3535 Magellan Circle #528,  
Aventura, Fl. 33180.

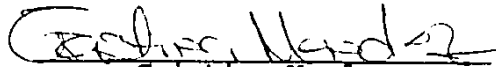
**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director,  
officer or employee of the Corporation shall be indemnified  
and held harmless by the Corporation from and against any and  
all loss, cost, liability and expense that may be imposed upon  
or incurred by him in connection with or resulting from any  
claim, action, suit or proceeding, in which he may become  
involved as a party or otherwise, by reason of his being or  
having been a director, officer or employee of the  
Corporation, whether or not he continues to be such at the  
time such loss, cost, liability or expense shall have been  
imposed or incurred, except with regard to matters as to which  
any director, officer or employee shall be adjudged in any  
claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of  
duty.

**ARTICLE X  
AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

IN WITNESS WHEREOF, the above named incorporator subscribed her name this 7th day of August 1997.

  
Cristina Mendez

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: 1 2 3  
**Distributor, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in **Aventura**, State of Florida, has named: **Cristina Mendez**, whose address is: **3535 Magellan Circle #528, Aventura, Fl.33180**, Agent to accept service of process within Florida.

Having been named as Register Agent to accept services of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree 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 accept the obligations of my position as registered agent.

  
**Cristina Mendez**

Date : 7th day of August 1997

**FILED**  
97 AUG 11 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA