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P97000074505

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 AUG 27 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. ZALDIVAR CAPITAL MANAGEMENT, INC.
(Corporation Name) (Document #)2. _____
(Corporation Name) (Document #)3. _____
(Corporation Name) (Document #) 000002277490--5
-08/26/97--01045--033
****122.50 ****122.504. _____
(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

K.R. AUG 27 1997

K.R. AUG 26 1997

W97-19802

CR2E031(1/95)

Examiner's Initials

97 AUG 26 4:10:53
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1997

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

SUBJECT: ZALDIVAR CAPITAL MANAGEMENT, INC.
Ref. Number: W97000019802

We have received your document for ZALDIVAR CAPITAL MANAGEMENT, INC. and your check(s) totaling \$122.50. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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 call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00043037

RECEIVED
97 AUG 27 AM 10:45
TALLAHASSEE, FLORIDA

FILED
97 AUG 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-----1-----

CERTIFICATE OF INCORPORATION

OF

ZALDIVAR CAPITAL MANAGEMENT, INC.

I (We) the undersigned, do to hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions

*****ARTICLE ONE*****

The name of the corporation shall be:

ZALDIVAR CAPITAL MANAGEMENT, INC.

*****ARTICLE TWO*****

.The corporation may engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

---2---

*****ARTICLE THREE*****

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be Five Hundred (500) of stocks wich shall be common stock par value of One (\$1.00) Dollar per share.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof.

*****ARTICLE FOUR*****

This corporation shall begin business with a minimum capital of the amount of Five Hundred (500) Dollars.

*****ARTICLE FIVE*****

This corporation shall have perpetual existence.

---3---

*****ARTICLE SIX*****

The principal office of the Corporation shall be located at:

2750 OCEAN CLUB BOULEVARD - SUITE 205
HOLLYWOOD, FL 33019

Other office for transaction of business may be located wherever the Directors may deem necessary or expedient.

*****ARTICLE SEVEN*****

The business of the Corporation shall be managed by a Board of Directors, who need to be stockholders of the Corporation.

The number of the Directors, not less than one, shall be fixed by resolution or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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*****ARTICLE EIGHT*****

The names and post office addresses of the members of the Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS:	NAME	ADDRESS
PRESIDENT	ALBERT ZALDIVAR	2750 OCEAN CLUB BLVD. #205 HOLLYWOOD, FL. 33019

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*****ARTICLE NINE*****

The name and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which subscriber agree to take, are as follows:

SUBSCRIBER

NAME

ALBERT ZALDIVAR


ALBERT ZALDIVAR

ADDRESS

2750 OCEAN CLUB BLVD. #205
HOLLYWOOD, FL 33019

NO. OF SHARE
500

*****ARTICLE TEN*****

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OF ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THE CERTIFICATE, AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW AND HEREAFTER CONFERRED UPON BY LAW.

*****ARTICLE ELEVEN*****

THIS CORPORATION SHALL HAVE THE POWER TO ISSUED THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS. OF THE SHARES OF THE CAPITAL STOCKS AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF SHALL BEEN PAID.

----- 6 -----

*****ARTICLE TWELVE*****

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the neccessity of further authority from the stockholders, except as by law on this certificate otherwise any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof

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*****ARTICLE THIRTEEN*****

The corporation does hereby designate to the following address
as its principal office:

The corporation does hereby designate:

ALBERT ZALDIVAR

AS ITS RESIDENT AGENT

---8---

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

ZALDIVAR CAPITAL MANAGEMENT, INC.

desiring to organize under the Laws of the State of Florida with its principal office , as indicated in the Articles of Incorporation at:

STATE OF FLORIDA AS NAME AS: ALBERT ZALDIVAR
LOCATED AT 2750 OCEAN CLUB BLVD. SUITE 205, HOLLYWOOD FL. 33019
COUNTY OF BROWARD AS ITS AGENT TO ACCEPT SERVICES OF THIS STATE.

ACKNOWLEDGMENT: (MUST SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE OF CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



DESIGNATED AGENT

FILED
97 AUG 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA