

P97000078574

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 SEP 10 PM 4:14
TALLAHASSEE
FLORIDA

Office Use Only

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

CORP

1. DIMEX IMPORT & EXPORT LTD.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 000002292970-7

-09/15/97--01097--003

****122.50 ****122.50

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

K. Rolfe SEP 11 1997

C. 0031(193)

V97-20636
K. Rolfe SEP 8 1997

Examiner's Initials

RECEIVED
97 SEP -8 AM 11:05
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

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

SUBJECT: DIMEZ IMPORT & EXPORT LTD.
Ref. Number: W97000020636

We have received your document for DIMEZ IMPORT & EXPORT LTD. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

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: 797A00044666

RECEIVED
97 SEP 10 PM 3:12
DIVISION OF CORPORATION

CERTIFICATE OF INCORPORATION
OF
DIMEX IMPORT & EXPORT CORP.

FILED
97 SEP 10 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida .

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be **DIMEX IMPORT & EXPORT CORP.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried are:

To conduct business not prohibited by the Laws of the United States and State of Florida .

To conduct business to have one or more officers in buy, sell, import, export, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer or corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all rights, powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$ 1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 7925 NW 12 Street Suite-324, Miami, Florida 33126. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute the quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at the meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The name and office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Gilney Oliva Novaes
7925 NW 12 Street Suite 324
Miami, Florida 33126

Carlos Antonio Fiorini
Cali Prudente de Moraes 401 Bairro Centro
Santa Cruz Das Palmeiras
Sao Paulo, Brasil

ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follow:

GILNEY OLIVA NOVAES
7925 NW 12 STREET SUITE 324
MIAMI, FLORIDA 33126
50 Shares at \$ 1.00 per
Shares = \$ 50.00

CARLOS ANTONI FIORINI
CALI PRUDENTE DE MORAES 401 BAIRRO CENTRO
SANTA CRUZ DAS PALMEIRAS
SAO PAULO, BRASIL
50 Shares at \$ 1.00 per
Shares = \$ 50.00

ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

GILNEY OLIVA NOVAES
President/Secretary
7925 NW 12 Street Suite 324
Miami, Florida 33126

CARLOS ANTONIO FIORINI
Vice-President/Treasurer
Cali Prudente de Moraes 401 Bairro Centro
Santa Cruz das Palmeiras
Sao Paolo, Brasil

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

OFFICIAL NOTARY SEAL
SOCORRO PRADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC334014
MY COMMISSION EXP. NOV. 12, 1997

**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the
Following is submitted, in the compliance with said act:

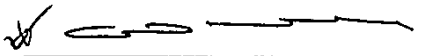
FIRST: DIMEX IMPORT & EXPORT CORP.

desiring to organized under Laws of the State of Florida, with the principal
Office, as indicated in the Articles of Incorporation, at the City of Miami,
County of Dade, State of Florida, has named Gilney Oliva Novaes located at
7925 NW 12 Street Ste 324 Miami, Florida 33126

To be process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated
Corporation at place designated in this Certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of said act relative to
keeping open said office.



Gilney Oliva Novaes
Registered Agent

FILED
97 SEP 10 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA