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P97000079420

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

Office Use Only

FILED  
97 SEP 15 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. UNIVERSAL ADVERTISING, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_ 300002291683--4  
(Corporation Name) (Document #) 09/12/97 01075-007  
\*\*\*\*122.50 \*\*\*\*122.50

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 RENEWAL	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe SEP 15 1997

CR2E031(1/95)

K. Rolfe

SEP 12 1997

RECEIVED  
97 SEP 12 AM 11:18  
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 12, 1997

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

SUBJECT: UNIVERSAL ADVERTISING, INC.  
Ref. Number: W97000021089

We have received your document for UNIVERSAL ADVERTISING, 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 of the entity must be identical throughout the document.

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: 097A00045556

RECEIVED  
97 SEP 15 AM 11:06  
DIVISION OF CORPORATIONS

FILED  
97 SEP 15 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL ADVERTISING, INC.

ARTICLE ONE

NAME

The name of this corporation is:

UNIVERSAL ADVERTISING, INC.

The principal place of business of this corporation shall be  
885 East 8th Street, Hialeah, Florida 33010.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless  
sooner dissolved in accordance with the laws of the State  
of Florida. The date on which corporate existence shall  
begin is: UPON FILING WITH THE SECRETARY OF STATE.

#### ARTICLE FOUR

##### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the part value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligation.

#### ARTICLE FIVE

##### INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 885 EAST 8th STREET  
HIALEAH, FLORIDA 33010 and the name  
of the initial Registered Agent of this corporation at that  
address is JUAN O'HALLORANS.

## ARTICLE SIX

### OFFICERS, DIRECTORS AND INCORPORATOR

This corporation shall have initially TWO Directors. The number of Officers and Directors may be either increased or decreased from time to time by the bylaws but shall never be less than ONE. The names and addresses of the initial Officer and Directors of this corporation are:

JUAN O'HALLORANS  
PRESIDENT/TREASURER/DIRECTOR

224 S.W. 134th COURT  
MIAMI, FLORIDA 33184

JOSE R. REDERO  
VICE-PRESIDENT/SECRETARY/DIRECTOR

1080 W. 3rd AVENUE  
HIALEAH, FLORIDA 33010

JUAN O'HALLORANS  
INCORPORATOR/SUBSCRIBER

13930 S.W. 30TH STREET  
MIAMI, FLORIDA 33184

## ARTICLE SEVEN

### BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

## ARTICLE EIGHT

### SHAREHOLDER QUORUM AND VOTING

100% of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE NINE

### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

#### ARTICLE TEN

##### COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

#### ARTICLE ELEVEN

##### NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

#### ARTICLE TWELVE

##### DIRECTOR QUORUM AND VOTING

100 % of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100% of the directors present and voting, shall be the act of the Board of Directors.

#### ARTICLE THIRTEEN

##### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE FOURTEEN

##### DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

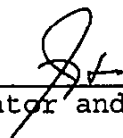
ARTICLE FIFTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 9th day of SEPTEMBER, 19 97.

X

  
Incorporator and Subscriber

JUAN O'HALLORANS

NAME

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

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

First, that UNIVERSAL ADVERTISING, INC.

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation in the City of MIAMI, County  
of DADE, State of Florida, as its agent  
to accept service of process within this State.

**ACKNOWLEDGEMENT:** (Must be signed by Designated Agent)

Having been named to accept service 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 provision of said Act relative to keeping open said  
office.

By   
JUAN O'HALLORANS  
REGISTERED AGENT NAME

FILED  
97 SEP 15 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA