

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor Name

800 S. ... STATE: FL

Address

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. INTERNATIONAL CARGO USA, CORP. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED 97 OCT 15 PM 12:44 SECRETARY OF STATE TALLAHASSEE FLORIDA

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

300002320863--7
-10/15/97--01057--020
****122.50 ****122.50

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

10/15

RECEIVED 97 OCT 15 AM 10:47 DIVISION OF CORPORATION

Examiner's Initials

FILED
97 OCT 15 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF CORPORATION

OF:

INTERNATIONAL CARGO USA, CORP.

I (We) the undersigned, do 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:

INTERNATIONAL CARGO USA, CORP.

*******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.

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

The maximum number of shares of stocks which the corporation shall have outstanding at any time, shall be **Three Hundred (100)** of stocks which shall be common stocks par value of One (\$1.00) Dollar par share. All or any part of the capital stock may be paid for either in monies of the United States of America, or on services, at a true value thereof.

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

This Corporation shall begin business with a minimum capital of the amount of **Three Hundred (\$300.00) Dollars.**

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

This Corporation shall have perpetual existence.

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

The principal office of the corporation shall be located at:

1355 SW 121ST AVENUE
MIAMI, FL. 33025

Other office for the 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 not to be stockholders of the corporation.

The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to manner of holding such meetings prescribed by the bylaws.

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

The name and post office addresses of the members of the First 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

PRESIDENT:  x

NAME: PAULA A. ROMO

ADDRESS: 1355 SW 121ST AVENUE
MIAMI, FL. 33025

SECRETARY: 

NAME: FREDY A. FUENTES

ADDRESS: 1355 SW 121ST AVENUE
MIAMI, FL. 33025

*****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 each subscriber agrees to take, are as follows:

SUBSCRIBER:

NAME: JAIME FUENTES

ADDRESS: 6220 NW 173RD STREET
MIAMI, FL. 33025

NO. OF SHARES: 100

SIGNATURES: 

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

This corporation shall have full power to carry on and transact each of all of the business enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it 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 stock as partly paid, subject to calls thereon until thereof shall have been paid.

*****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 necessity of further authority from the stockholders, except as by law on this certificate otherwise provided 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 be the by-laws 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.

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

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

**ADDRESS: 1355 SW 121ST AVENUE
MIAMI, FL. 33025**

The corporation does hereby designate to the following person as its registered agent:

NAME: JAIME FUENTES

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

PAULA A. ROMO, FREDY A. FUENTES AND JAIME FUENTES

who, after being by me first duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereto set my hand and official seal at Miami, said county and State:

Notary Public, State of Florida at Large

My Commission Expires:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INTERNATIONAL CARGO USA. CORP.

2. The name and address of the register agent and office is:

JAIME FUENTES

1355 SW 121ST AVENUE

MIAMI, FLARIDA 33025

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment registered agent and agree to act in this capacity. I futher agree to comply with the provisions of the 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.


(SIGNATURE)

10/13/97
(DATE)

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97 OCT 15 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA