

LAZARUS CORPORATE INDUSTRIES, INC.

Requester Name

89 S.W. 8th Avenue, Suite 16

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. ZAMORA CIGARS, 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	
☒	Forfeit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

RECEIVED
97 DEC 11 AM 11:17
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

ZAMORA CIGARS, INC.

We the undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is ***ZAMORA CIGARS, INC.***

ARTICLE TWO

The Corporation and the Registered Agent's principal office and mailing address is:

10295 Collins Ave, Suite 427
Miami Beach, FL 33154

ARTICLE THREE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) Shares. Such shares shall be Common Stock of a single class and shall have ONE (1.00) DOLLAR par value.

ARTICLE FIVE

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares, issued, outstanding or sold by any shareholder.

FILED
97 DEC 11 PM 12:25
SEAL COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLE SIX

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Miguel A. Zamora
10295 Collins Ave, Suite 427
Miami Beach, FL 33154

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE SEVEN

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Miguel A. Zamora
10295 Collins Ave, Suite 427
Miami Beach, FL 33154

The members of the first Board of Directors shall hold office for the first year of existence of this Corporation and/or until their successors are elected and qualified or appointed, or until their earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE EIGHT

The name and address of each incorporator to these Articles of Incorporation is:

Miguel A. Zamora
10295 Collins Ave, Suite 427
Miami Beach, FL 33154

ARTICLE NINE

The Bylaws of this Corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE ELEVEN

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing there consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at the meeting of the Board of Directors.

ARTICLE TWELVE

The Corporation may hold its meetings of stockholders and/or Directors, either within or without the State of Florida.

ARTICLE THIRTEEN

When any written agreement is made between stockholders of the Corporation which involves the interest of the Corporation, such agreement shall be binding upon the Corporation provided a copy of the same shall be filed with the corporate minutes. Thereafter said agreement shall be recognized and observed by the Officers, Directors and Agents of the Corporation.

Agreements between stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, in duplicate, a written instrument, signed by the persons who originally created such stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the stockholder's agreements) consenting to the revocation and cancellations of the agreements among the stockholders.

ARTICLE FOURTEEN

(a). The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as director, officers, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprises, against expenses (including attorney's fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonable believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, officer. Employee or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this election.

(b). The Corporation shall also indemnify any Director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees and costs, actually and reasonable incurred by him or her in connection therewith without the necessity of an independent determination that such Director, officer, employee, or agent met any appropriate standard of conduct.

(c). The indemnification provided for herein, shall continue as to any person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d). In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except in indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested Directors, or duly authorized by a majority of stockholders.

ARTICLE FIFTEEN

All share of stock in the Corporation are assignable, and any stockholder may sell, assign and transfer his or her shares and certificate(s) of stock at pleasure, provided however, that he or she must first offer his or her stock for sale to the remaining stockholders, it being the intention hereof to give them the preference in the purchase of said shares, and any attempted sale in violation of this provision shall be null and void.

The stockholders desiring to sell his or her stock shall file notice in writing of his or her intention to do so with the Secretary of the Corporation, stating the terms of the sale, and unless his or her terms are accepted by any or all of the stockholders within ten (10) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she shall be at liberty to sell to anyone else upon those terms.

In event the said stockholder shall at any time in the future desire to sell his or her stock upon less favorable terms to himself or herself than those contained in the foregoing notice, he or she shall be required to file a new notice as aforesaid stating the new terms which must be accepted within ten (10) days thereafter, however, if there is a failure to exercise said option to purchase, the stockholder may sell at more favorable terms to himself.

It is further a condition of the transfer of any of the stock of this Corporation to any person other than the Corporation, to be held as treasury stock, that all debts and obligations of said stockholders to the Corporation shall have been paid in advance of said transfer. once of said transfer. obligations of said stockholders to the Corporation shall have been paid in advance of said transfer.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

ZAMORA CIGARS, INC.

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

Miguel A. Zamora

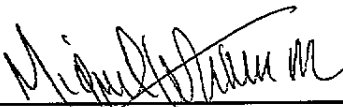
10295 Collins Ave, Suite 427

Miami Beach, FI 33154

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, 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 of the State of Florida 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of December AD 1997.



Miguel A. Zamora, Registered Agent

FILED
97 DEC 11 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA