# 20106149

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

K. Rolfe DEC 1 7 1997

CR2E031(1/95)

Stephen Stephe

Office Use Only

Examiner's Initials

CORPORATION	NAME(S) & DOCUM	ENT NUMBER(	(S), (if known):
1. F. A. S. A. (Cor	D. INCORPO,	PATED (Document	#)
2(Cor	poration Name)	(Document	
3(Co.	rporation Name)	(Document	#)
4(Co	rporation Name)	(Document	1#)
	Pick up time $\frac{2}{\Box}$ Will wait $\frac{2}{\Box}$ P	<u> </u>	Certified Copy  Certificate of Status
Profit NonProfit Limited Liability Domestication Other  OTHER FILINGS Annual Report Fictitious Name Name Reservation	AMENDMENT Amendment Resignation of R.A., Change of Registered Dissolution/Withdray Merger  TREGISTRAT FOREign Limited Partnership Reinstalement Trademark Other	Officer/ Director d Agent wal	97 DEC 17 M D: 57  500002374675— 12/17/97—01042—027 *****122.50 *****122.5

#### ARTICLES OF INCORPORATION

**OF** 

#### FA.SA., INCORPORATED



## ARTICLE I NAME OF THE CORPORATION

The name of this Corporation is as follows:

### FA.SA., INCORPORATED

### <u>ARTICLE II</u> PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

5862 Sunset Drive #8 South Miami, FL 33143

### ARTICLE III DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

## ARTICLE IV PURPOSE OF CORPORATION AND NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following business purposes: to operate as a restaurant and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

## ARTICLE V CAPITAL STOCK OF CORPORATION

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7500) shares of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

### ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent of this corporation is Maurizio Faranelli, and the street address of the initial registered office and the principal place of business of this corporation is

5862 Sunset Drive, #8 South Miami, FL 33143

## ARTICLE VIII INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 5 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<u>NAMES</u>

POST OFFICE ADDRESS

Maurizio Faranelli

5880 SW 74 Terrace, #5 S. Miami, FL 33143

**Agustin Sanchez** 

8656 NW 2 CT. Miami, FL 33123

### ARTICLE IX INCORPORATOR(S)

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

INCORPORATOR'S NAME Maurizio Faranelli POST OFFICE ADDRESS 5880 SW 74 Terrace, #5 S. Miami, FL 33143

## ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

### ARTICLE XI AMENDMENT

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

## ARTICLE XII POWER TO FORM PARTNERSHIP

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

## ARTICLE XIII INSPECTION

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

### ARTICLE XIV ATTESTATION

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and
said Incorporator does attest that the character and state of the character and state of the character and state that the character and state of the charact
said Incorporator does attest that the above facts and statements are truly and correctly stated on
this 4 TH day of TECEMBER, 1997.
Maurizio Faranelli
INCORPORATOR
STATE OF FLORIDA \

STATE OF FLORIDA )
COUNTY OF DADE )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared <u>Maurizio Faranelli</u>, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

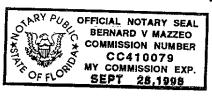
IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 47H day of DECEMBER, 1997

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires:

Print type or stamp name of Notary Public Personally known WOR Produced I.D. Type of I.D. produced:

BERNARD V. MAZZEO



### CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

In accordance with Chapter 48.091, Florida Statutes, <u>FA.SA., Inc.</u> hereby designates <u>Maurizio</u> Faranelli, of 5880 SW 74 Terrace #5, S. Miami, FL 33143, as the Registered Agent of said Corporation to accept service of process within the State of Florida.

> FA.SA., Inc., a Florida Corporation

> > Maurizio Earanelli- President

The person whose signature appears below accepts the above designation as Registered Agent for FA.SA., Incorporated, a Florida Corporation, for service of process within the State of Florida, and agrees to comply with the provisions of the law which apply to said designation of Registered Agent.

Taurizio Faranelli- Registered Agent

A.S.A., Incorporated