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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

98 JAN -7 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. LATIN GROCERS USA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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-01/07/98-01039-008
****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

RECEIVED
98 JAN -7 AM 10:54
DIVISION OF CORPORATION

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

ARTICLES OF INCORPORATION
OF
LATIN GROCERS USA , INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is LATIN GROCERS USA, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is a Mini-Market and to carry on any lawful business or trade permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock of a par value of One Dollar (\$1.00).

Every original incorporating stockholder upon the sale for cash, property or service or new shares or shares authorized but unissued, shall have the right to purchase his pro-rate share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the bylaws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE IV

TIME OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V- PRICIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be : 17127 SW 115 Avenue, Miami, Fl 33157

ARTICLE VI

INITIAL REGISTERED
OFFICE AND AGENT

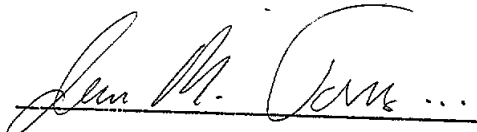
The street address of the initial registered office of this corporation is:
17127 SW 115 Avenue; Miami, Fl 33157

and the name of the initial registered agent of this corporation at that address
is: Juan M. Torres

Have been made 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 as registered agent and agree to act in this
capacity.

I further agree to comply with the provision of all status relating to the
proper and completed performance of my duties and I'm familiar with and accept
the obligation of my position as registered agent.

A handwritten signature in cursive script, appearing to read "Juan M. Torres", is written over a horizontal line.

Juan M. Torres

ARTICLE VII

INITIAL BOARD OF
DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the officers and members of the first Board of Directors are:

Juan M. Torres	Teresa Corbo	Ana A. Torres
17127 SW 115 Ave	17127 SW 115 Ave	17127 SW 115 Ave
Miami, Fl 33157	Miami, Fl 33157	Miami, Fl. 33157
President	Vice-President	Secretary, Treasurer

ARTICLE VIII

INCORPORATION

The name and address of the person signing these articles is:

Juan M. Torres
17127 SW 115 Avenue
Miami, Fl 33157

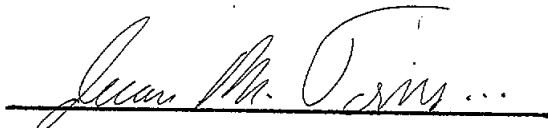
ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

AMENDMENTS

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 stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.


Juan M. Torres

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