

P998000002989

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

3320 S.W. 87th AVENUE

Address

MIAMI, FLORIDA 33165 (305) 552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. BEATICA MANAGEMENT CORP.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 500002396645
-01/12/98-01025-034

3. (Corporation Name) (Document #) *****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

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

FILED
98 JAN 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 12 AM 11:10
DIVISION OF CORPORATION
[Signature]

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BEATICA MANAGEMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is:

BEATICA MANAGEMENT CORP.

ARTICLE II

PURPOSE:

This corporation may engage in the business of managing real estate, including the physical aspects of such management; besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V
RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI
MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, and mailing address of the Corporation is:
Courvoisier Center, 501 Brickell Key Drive, Suite 602, Miami, Florida 33131, and
the Registered Agent is : RAFAEL DIAZ-BALART, at the same address as stated
above.

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers. While the By-Laws do not specify otherwise, the corporation shall have one director.

Until the organizational meeting of the corporation, or any other meeting in which directors are elected, the directors of the corporation shall be: Joao Batista Feliciano Da Costa, 501 Brickell Avenue, Suite 602, Miami, Florida 33131 and Rafael Diaz-Balart, 501 Brickell Avenue, Suite 602, Miami, Florida 33131.

ARTICLE VIII
OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to hold the officer so-appointing in such officer's functions. While the By-Laws of the corporation do not provide otherwise, this corporation shall have the following officers: President, Vice-President and General Manager, Secretary and Treasurer.

Until officers are elected by the Board of Directors or the shareholders, Joao Batista Feliciano Da Costa, shall be the President and Rafael Diaz-Balart, shall be the Vice President and General Manager.

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>Name</u>	<u>Street Address:</u>
JBFC Corporation	501 Brickell Key Drive, Suite 602 Miami, Florida 33131
Vestec International Corporation	501 Brickell Key Drive, Suite 602 Miami, Florida 33131

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who

are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant, then, within thirty (30) days of receiving notice of deadlock from the other, the other party may petition the Dade County Bar Association and/or the Dade County Certified Public Accountants Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of simple negligence. The members of the panel shall be entitled to reasonable compensation for their services.

ARTICLE XII

DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 8th day of January, 1998.

JBFC CORPORATION

By: [Signature]
Rafael Diaz-Balart

VESTEC INTERNATIONAL CORPORATION

By: [Signature]
Rafael Diaz-Balart

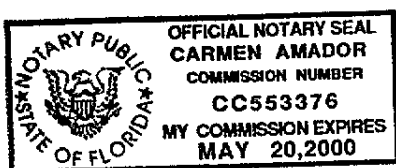
State of Florida)

County of Dade)

BEFORE ME, the undersigned authority, personally appeared **Rafael Diaz-Balart**, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same, this 8th day of January, 1998.

[Signature]
Notary Public

My commission expires:



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



RAFAEL DIAZ-BALART

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98 JAN 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA