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P98000004398  
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. Zales Meats Distributors, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #) 7000002399497--6

-01/14/98--01030--026  
\*\*\*\*122.50 \*\*\*\*122.50

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

☐ Walk in

☒ Pick up time \_\_\_\_\_

☐ 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 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JAN 14 AM 11:23  
DIVISION OF CORPORATION

CERTIFICATE OF INCORPORATION

OF

ZALES MEATS DISTRIBUTORS, INC.

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FILED  
98 JAN 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

ZALES MEATS DISTRIBUTORS, INC.

THE CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE TWO

THE MAXIMUM number of shares of stock which the corporation shall have outstanding at any time, shall be 100 shares of stock which shall be common stock at par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE THREE

THIS CORPORATION shall begin business with a minimum capital in the amount of ONE HUNDRED DOLLARS AND 00/1.00 (\$100.00)

ARTICLE FOUR

THE CORPORATION shall have perpetual existence.

ARTICLE FIVE

THE PRINCIPAL office of the Corporation shall be located at:

5555 Collins Avenue, # 12F  
Miami Beach, Fl 33140

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SIX

THE BUSINESS of the Corporation shall be managed by a Board of Directors, who need not 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 the manner of holding such meetings prescribed by the By-Laws.

ARTICLE SEVEN

THE NAMES and post office addresses of the members of the First Board of Directors and 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

Rafael Zagales  
5555 Collins Ave, # 12F  
Miami Beach, Fl 33140

Aida Zagales  
5555 Collins Ave, # 12F  
Miami Beach, Fl 33140

OFFICERS

|                |   |   |
|----------------|---|---|
| Rafael Zagales | - | President / Vice-President/<br>Director |
| Aida Zagales   | - | Secretary/ Treasurer/ Director          |

ARTICLE EIGHT

THE NAMES and post office addresses of each of the subscriber to this Certificate of Incorporation are as follows:

RAFAEL ZAGALES  
5555 Collins Ave, # 12F  
Miami Beach, Fl 33140

ARTICLE NINE

THIS CORPORATION shall have full power to carry on and transact each or all of the businesses enumerated in Article One of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TEN

THIS CORPORATION shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE ELEVEN

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 or in this Certificate otherwise provided by the By-Laws of 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 shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE TWELVE

THE CORPORATION shall designate RAUL F. PINO, ESQ with offices located 2440 Coral Way, Miami, Florida 33145 its duly authorized Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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IN PURSUANCE of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST-- ZALES MEATS DISTRIBUTORS, INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named:

RAUL F. PINO, ESQ

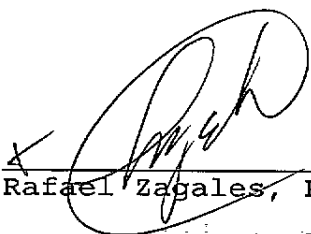
as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RAUL F. PINO, ESQ

WITNESS WHEREOF, the undersigned Incorporator has hereunto set  
her hand and affixed their seals on this 12 day of January,  
1998.

  
\_\_\_\_\_  
Rafael Zagales, President.

STATE OF FLORIDA )

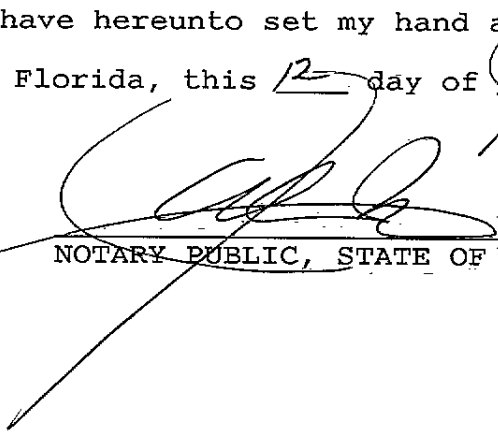
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to  
administer oaths and take acknowledgments, personally appeared:

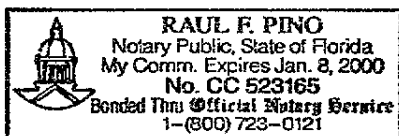
RAFAEL ZAGALES

who has produced \_\_\_\_\_, as identification  
and/or is personally known to me who after first being duly sworn,  
executed the foregoing Certificate of Incorporation, freely and  
voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Miami, Dade County, Florida, this 12 day of January,  
1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



FILED  
98 JAN 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA