

P980000061240

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-07/10/98--01035--023

OFFICE USE ONLY

\*\*\*\*122.50 \*\*\*\*122.50

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

1. L.A.G. REALTY 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	
<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 JUL 10 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be L.A.G. REALTY INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 25 S.E. 2nd. AVE, SUITE 338, MIAMI FLORIDA, 33131.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:


LUIZ ADILSON B. GROTTI	350	shares
ACIR M. OLIVEIRA	100	shares
CESAR GUILLEN	50	shares

First page

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

 LUIZ ADILSON B. GROTTI, PRESIDENT  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

ACIR M. OLIVEIRA, VICE-PRESIDENT  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

CESAR GUILLEN, SECRETARY  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

ARTICLE VII - PREEMPTIVE RIGHTS

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

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

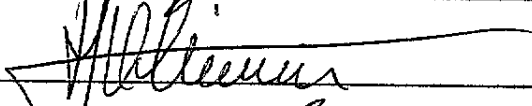
LUIZ ADILSON B. GROTTI  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

ACIR M. OLIVEIRA  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

CESAR GUILLEN  
25 S.E. 2nd AVE SUITE # 338  
MIAMI, FLORIDA 33131

The undersigned subscriber have executed these Articles of Incorporation this SECOND day of JULY of 1998.

Signature  President



Signature  Vice-Pres.

Signature  Secretary

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is CESAR GUILLEN.

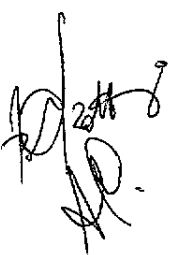
The street address of the initial registered agent of this corporation is 25 S.E. 2nd. AVE SUITE # 338, MIAMI, FL 33131. Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.

  
Agent Sign 

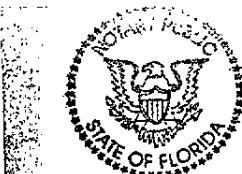
Date: JULY 2/1998

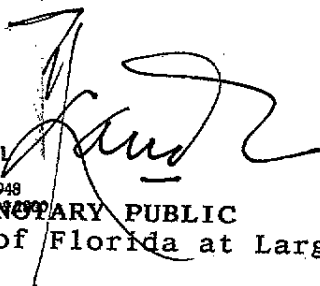
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

S T A T E   O F   F L O R I D A  
C O U N T Y   O F   D A D E

 BEFORE ME, an officer duly authorized in the State of  
aforesaid and in the County aforesaid, to  
take acknowledgements, personally appeared  
LUIZ ADILSON B. GROTTI, ACIR M. OLIVEIRA AND  
CESAR GUILLEN to me known to be the persons  
described in and who executed the same for the  
purposes therein expressed.

WITNESS my hand and official seal in the County and  
State last aforesaid on this second day of  
July of 1998.



  
OFFICIAL NOTARY SEAL  
MARTIN R. LANDA  
COMMISSION NO. CC395948  
MY COMMISSION EXP NOV 1999  
NOTARY PUBLIC  
State of Florida at Large

My commission expires: