

**L970000488**

LAZARUS CORPORATION INDUSTRIES INC.

Requestor Name

800 S.W. 87 AVENUE, SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. HBO LATIN AMERICA ADVERTISING  
(Corporation Name) (Document #)

2. SERVICES, L.C.  
(Corporation Name) (Document #)

100002169861--7

-05/07/97--01091--007

\*\*\*\*285.00 \*\*\*\*285.00

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 type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

97 MAY -6 PM 12:54  
TALLAHASSEE FLORIDA

97 MAY 27 11:04 AM  
JENNIFER C. COLEMAN, CLERK

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 25, 1997

LAZARUS

MIAMI, FL

SUBJECT: HBO LATIN AMERICA ADVERTISING SERVICES, L.C.  
Ref. Number: W97000009629

We have received your document for HBO LATIN AMERICA ADVERTISING SERVICES, L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 797A00021472

RECEIVED  
97 MAY -6 AM 11:00  
DIVISION OF CORPORATIONS

97 MAY -6 PM12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDAFILED  
2

## ARTICLES OF ORGANIZATION OF HBO LATIN AMERICA ADVERTISING SERVICES, L.C.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

### ARTICLE I NAME

The name of this limited liability company is "HBO LATIN AMERICA ADVERTISING SERVICES, L.C." (the "Company"). The name of the Company as being used pursuant to a Trade Name and Service Mark License Agreement between Time Warner Entertainment Company, L.P. and the Company (the "License Agreement"). In the event that the License Agreement is terminated, the Company is obligated to cease using the name and to amend its Articles of Organization to change its name within sixty (60) days after such termination.

### ARTICLE II ADDRESS

The Company's mailing and street address is:

HBO Latin America Advertising Services, L.C.  
5201 Blue Lagoon Drive  
Suite 250  
Miami, Florida 33126

### ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The Company, desiring to organize under the laws of the State of Florida, with its principal office located in the County of Dade, State of Florida, as indicated in Article II of these Articles of Organization, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent to accept service of process within the State of Florida. The Registered Office of the Company shall be located at 101 Madelra Avenue, Coral Gables, Florida 33134.

**ARTICLE IV  
DURATION; TERM OF EXISTENCE**

The Company shall exist for a period not to exceed fifty (50) years. The remaining members may vote to continue the Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

**ARTICLE V  
NATURE OF BUSINESS**

The general purpose for which the Company is organized is to engage in any lawful business for which limited liability companies may be organized under the laws of the State of Florida and the United States.

**ARTICLE VI  
MEMBERSHIP**

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary or desirable at a price to be determined in their sole discretion. Any new membership interests shall reduce the existing percentage ownerships *pro rata*. Whenever new membership interests are sold, the existing members shall have preemptive rights.

**ARTICLE VII  
AUTHORIZED CAPITALIZATION**

The amount of capital which the Company shall commence business shall not be less than \$100, to be contributed as set out in Article VIII of these Articles of Organization. The authorized capitalization of the Company shall be \$300,000. The authorized capital of the Company may be increased by amending these Articles of Organization as provided in Article X of these Articles of Organization.

### ARTICLE VIII INITIAL MEMBERS AND INITIAL CAPITALIZATION

The name and address of the initial members of these Articles of Organization of the Company, the initial percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members shall be:

<u>Name</u>	<u>Address</u>	<u>Ownership %</u>	<u>Consideration</u>
Time Warner Entertainment Company, L.P.	c/o Home Box Office 1100 Avenue of the Americas New York, New York 10036	41.66%	\$125,000
SPE Latin American Advertising Holdings Corporation	10202 West Washington Blvd. Culver City, California 90232	41.66%	\$125,000
IVC Television, Inc.	5201 Blue Lagoon Drive Suite 650 Miami, Florida 33126	16.67%	\$ 50,000

### ARTICLE IX MANAGEMENT OF THE COMPANY; INITIAL MANAGER(S)

The Company shall, if voted by the members, have not less than one (1) manager. The number of managers, if any, may be increased or diminished from time to time by Regulations adopted by the members, but shall never be less than one (1). The Manager(s) may manage the Company in accordance with the Regulations passed by the members of the Company. The name and post office address of the initial Manager(s) of the Company, if any, shall be determined by vote of the membership.

### ARTICLE X AMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

### ARTICLE XI COMMENCEMENT DATE

Existence of the Company shall commence upon the filing of these Articles of Organization with the State of Florida.

THE UNDERSIGNED members of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts stated in these Articles of Organization are true.

TIME WARNER ENTERTAINMENT COMPANY, LP.

BY: Curtis Yvickans  
Name:  
Title:

SPE LATIN AMERICAN ADVERTISING  
HOLDINGS CORPORATION

BY: [Signature]  
Name:  
Title:

IVC TELEVISION, INC.

BY: [Signature]  
Name:  
Title:

FILED  
97 MAY -6 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(4)

**STATE OF FLORIDA )**

**SS:**

COUNTY OF DADE )

**PERSONALLY** appeared before me, Enrique Cusco, who produced [redacted] identification or if [redacted] is personally known to me to be an authorized officer of IVC Television, Inc., one of the initial members to the foregoing Articles of Organization of HBO Latin America Advertising Services, L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

**WITNESS** my hand and seal at Miami, County of Dade, State of  
Florida this 28th day of February, 1997.



**M. HERNANDEZ**  
**COMMISSION # CC621347**  
**EXPIRES FEB 13, 2001**  
**BONDED THROUGH**  
**ATLANTIC BONDING CO INC**

*Alexander*  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires: 2/13/2001

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

PERSONALLY appeared before me, Curt Viebranz, who produced \_\_\_\_\_ identification or if \_\_\_\_\_ is personally known to me to be an authorized officer of Time Warner Entertainment Company, L.P., one of the initial members to the foregoing Articles of Organization of HBO Latin America Advertising Services, L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at MIAMI, County of Dade, State of Florida this 28th day of February, 1997.



M. HERNANDEZ  
COMMISSION # CC621347  
EXPIRES FEB 13, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO INC

M. Hernandez  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires: 2/13/2001

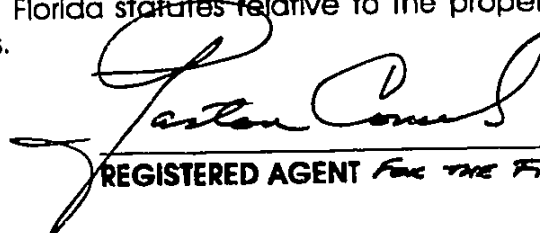




**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON  
WHOM SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
MAY BE SERVED**

HBO LATIN AMERICA ADVERTISING SERVICES, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Registered Agent to accept service of process within the State of Florida.

Having been named to accept service of process for HBO LATIN AMERICA ADVERTISING SERVICES, L.C., at the place designated in this Certificate, I, an authorized representative and on behalf of Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida statutes relative to the proper and complete performance of my duties.

  
REGISTERED AGENT FOR THE FIRM

Date: FEB 28, 1997

FILED  
97 MAY -6 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of HBO LATIN AMERICA ADVERTISING SERVICES L.C. deposes and says:

- 1) The above named limited liability company has at least two members
- 2) The total amount of cash contributed by the member(s) is \$275,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$275,000.00. This total includes amounts from 2 and 3 above.



May 1, 1997

Signature of a member or authorized representative of a member.

In accordance with action 608.408(3), Florida Statutes, the execution of this affidavit constitutes as affirmation under the penalties of perjury that the facts dated herein are true.)

EXECUTIVE V.P. & GENERAL COUNSEL

H.V.C. TELEVISION, INC.

FILED  
97 MAY -6 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA