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DIVISION OF CORPORATION

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TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Genesis Broadcasting Network Corporation

- Profit
- NonProfit Arts. Inc.
- Limited Liability Company
- Foreign
- Limited Partnership
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
ARTICLES OF INCORPORATION OF
GENESIS BROADCASTING NETWORK CORPORATION
A FLORIDA NONPROFIT CORPORATION

FIRST: The Corporate Name that satisfies the requirements of Section 617.0401 is:

Genesis Broadcasting Network Corporation

SECOND: (a) The purposes for which the corporation is organized are: For religious and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Laws of Florida for educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of its exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article SECOND. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (i) and (ii) of this Article SECOND, are the following:

To sponsor educational and religious programs and to provide a means for such programs to be presented to the general public through radio and other media, and to present these programs in order to promote general education and better racial and interfaith understanding between Americans of all races, colors and creeds.

THIRD: The address of the principal office, and the mailing address of the Corporation is:

528 N.W. 157 Avenue
Pembroke Pine, Florida 33028

FOURTH: The Name of the Initial Registered Agent is:

Edwin Lemuel Ortiz

The Street Address of the Initial Registered Office of the Corporation is:

528 N.W. 157 Avenue
Pembroke Pine, Florida 33028

FIFTH: This Corporation is organized under a Non-Stock basis.

SIXTH: The manner in which the Directors are to be elected is as follows:

The Directors of the Corporation shall be elected by the members of the Corporation.

SEVENTH: The name of the person who is to be the initial member of the corporation is as follows:

Edwin Lemuel Ortiz

EIGHTH: The Class(es) of members in the Corporation and the qualification and rights of the members of each Class shall be set forth in the Bylaws of the Corporation.

NINTH: Membership in the Corporation is not transferable.

TENTH: The manner of termination of membership in the Corporation shall be as provided in the Bylaws of the Corporation.

ELEVENTH: Upon termination of membership, the rights of the Corporation, the terminated members, and the remaining members, shall be as provided in the Bylaws.

TWELFTH: In the event of dissolution of the Corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) And 170 (c) (2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or the Federal, State or Local Government for exclusive public purpose.

THIRTEENTH: The power to amend the Bylaws, or to adopt the Bylaws shall be vested in the members.

FOURTEENTH: The name and address of the Incorporator is:

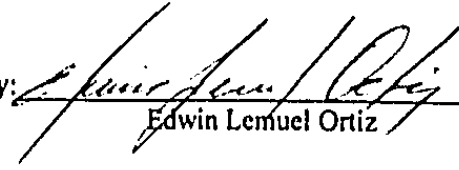
Edwin Lemuel Ortiz
528 N.W. 157 Avenue
Pembroke Pines, Florida 33028

The Undersigned has executed these Articles of Incorporation this 18 day of May, 1995.

By: 
Edwin Lemuel Ortiz

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: May 18, 1995.

By: 
Edwin Lemuel Ortiz

N95000002452

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

MIAMI, FL 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001 1005027
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GENESIS BROADCASTING NETWORK CORPORATION
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

Amendment
10/4/96
[Signature]

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DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GENESIS BROADCASTING NETWORK CORPORATION
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 817.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

WHEREAS the present founding member(s) recognize the need for additional founding members and;

WHEREAS additional funds are needed by the non-profit organization to achieve the stated purposes in the articles and bylaws hereof;

NOW THEREFORE, in consideration of the promises and mutual benefits herein entitled, the parties agree as follows:

FIRST: Article Number Seven is now amended to read as follows:

The names of the persons who are to be the initial founding members of the corporation are as follows:

Edwin Lemuel Ortiz
Daniel Caamano

SECOND: The date of adoption of the amendment was August 02, 1996.

THIRD: Adoption of Amendment

The amendment was adopted by Edwin Lemuel Ortiz the initial founding member and the number of votes cast for the amendment was majority and sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

GENESIS BROADCASTING NETWORK CORPORATION



Edwin Lemuel Ortiz
President/Founding Member

Dated: August 02nd, 1996
