

P97000015779

LAZARUS CORPORATE INDUSTRIES, INC.
 Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16
 Address

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

LOCAL REPRESENTATIVE TALLAHASSEE

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 ****122.50 ****122.50
 Office Use Only

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

1. NICARAGUAN COMMUNITY TELEVISION 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
 97 FEB 19 PM 12:07
 TALLAHASSEE, FLORIDA

97 FEB 19 AM 10:42
 STATE OF FLORIDA

Examiner's Initials _____
 SN FEB 19 1997

ARTICLES OF INCORPORATION
OF
NICARAGUAN COMMUNITY TELEVISION, INC.

FILED
97 FEB 19 PM 12:07
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I---NAME

The name of this corporation is NICARAGUAN COMMUNITY TELEVISION, INC.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of TEN Dollars (\$10.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V--PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8370 WEST FLAGLER STREET, SUITE 110, Miami, Florida, 33144, and the name of the initial registered agent of this corporation at that address is ALFONSO OVIEDO-REYES

ARTICLE VII---INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial

Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaw; however, there shall never be less than one Director nor more than five. The name and address of initial Board of Directors of the corporation is:

ROGER MELENDEZ
President of the Board of Directors
8370 W. FLAGLER STREET, SUITE 110
MIAMI, FLORIDA 33144.

ALFONSO OVIEDO-REYES
SECRETARY of the Board of Directors
8370 W. FLAGLER STREET, SUITE 110
MIAMI, FLORIDA 33144.

ARTICLE VII-- INCORPORATION

The name and address of the Incorporators signing these articles are the same as those mentioned in the preceding article. Each of the Incorporators take the following number of shares: ROGER MELENDEZ takes 66 SHARES and ALFONSO OVIEDO-REYES takes 34 SHARES.

ARTICLE IX-- INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X --- AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a unanimity of votes of all incorporator

ARTICLE XI-DISSENSION

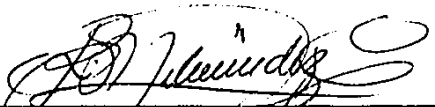
Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII ARBITRATION

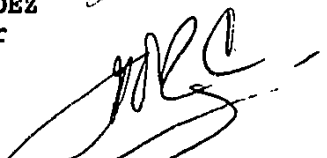
Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association and by an arbitrator that will be chosen by the non-disputing shareholders and if they cannot appoint one within one week of the

request the arbitrator will be the President of CAMACOL, a Miami based Chamber of Commerce. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the THIRTEENTH day of FEBRUARY OF 1997.



ROGER MELENDEZ
Incorporator

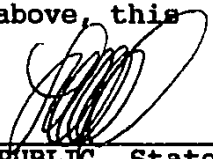


ALFONSO OVIEDO-REYES
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROGER MELENDEZ AND ALFONSO OVIEDO-REYES, both known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of FEBRUARY OF 1997.



NOTARY PUBLIC, State of Florida
at Large

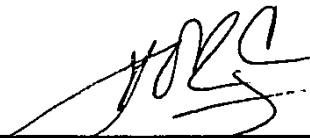
OFFICIAL NOTARY SEAL
LUISITA MONTALBAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC294248
MY COMMISSION EXP. JULY 9, 1997

In compliance with Section 48.091, Florida Statutes. the following is submitted:

That NICARAGUAN COMMUNITY TELEVISION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8370 W.FLAGLER STREET SUITE 110, Miami, Florida, 33144, County of Dade, State of Florida, has named ALFONSO OVIEDO-REYES with address at the same location as stated above as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

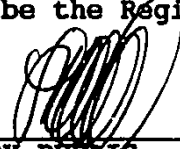


ALFONSO OVIEDO-REYES, Registered Agent.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as ALFONSO OVIEDO-REYES, and who has executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on FEBRUARY 13th, 1997; and accepts to be the Registered Agent for the Corporation.

MY COMMISSION EXPIRES:



NOTARY PUBLIC
STATE OF FLORIDA
AT LARGE

OFFICIAL NOTARY SEAL
LUSITA MONTALBAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC294248
MY COMMISSION EXP. JULY 9, 1997

FILED
97 FEB 19 PM 12:07
SEC. OF STATE
TALLAHASSEE, FLORIDA