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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

Office Use Only

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97 NOV -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. OUTREACH PICTURES 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

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*****78.75 *****78.75

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

RECEIVED
97 NOV -7 AM 11:28
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OUTREACH PICTURES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

The name of this Corporation is:

OUTREACH PICTURES INC.

ARTICLE II

The purpose for which the Corporation is organized are:

Film production organization dedicated to the education of minority, societal issues through the creation of historical, cultural or educational films and programming.

Producing films and programming on a wide number of topics and issues affecting and concerning minorities in America including but not limited to societal, cultural, human rights, gender, political, historical and educational issues.

Serving as a catalyst for education and understanding by way of film production.

Developing a permanent library of historical and educational films and programming

Serving as a resource warehouse for independent filmmakers interested in producing film on societal and minority issues by way of its historical footage library and filmmaking expertise.

Achieving recognition of its work by way of local, national and international distribution and audience.

Conducting on-going planning, research into current themes and topics concerning or affecting minorities.

Promoting and encouraging cultural diversity and
assisting in the preservation of cultural heritage.

ARTICLE 3

MEMBERSHIP

The Corporation shall not have members.

ARTICLE 4

This Corporation shall have perpetual existence

ARTICLE V

The names and addresses of the subscribers are:

German J. Serrano	5519 N.W. 72 Ave. Miami, Fl. 33166
Jose L. Cardona	19810 Cutler Court Miami, Fl. 33189
Amesil Serrano	2520 S.W. 22 Street # 2375 Miami, Fl. 33145

ARTICLE VI

The names of the officers who are to serve until the first election of officers as provided under these Articles of Incorporation and the Bylaws of the Corporation are:

German J. Serrano	Director/President
Jose L. Cardona	Director/Vice-President
Amesil Serrano	Director/Treasurer

The term of the Officers of the Corporation and the manner of their election shall be prescribed and governed by the bylaws of the Corporation.

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a board of directors. The conditions of election to the board of directors and number of directors (which number shall not be less than 3 shall be as provided in the bylaws.

The initial directors shall consist of:

German J. Serrano

Jose L. Cardona

Amesil Serrano

ARTICLE VIII

BOARD OF DIRECTORS

A Board of Directors of between 3 and 10 individuals shall be elected annually as provided in the Bylaws. The Board of Directors shall meet on the call of the President or the Board of Directors to act only in an advisory capacity upon such matters as may be presented.

ARTICLE IX

REGISTERED AGENT

The initial registered officer of the Corporation is Amesil Serrano of 2520 S.W. 22 Street. # 2375. Miami, Fl. 33145

ARTICLE X

DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services unless employed by the board of directors. These prohibitions shall not preclude reimbursement of a director, officer or duly appointed committee member for expenses or advances made for

the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and every officer of the Corporation shall be indemnify by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

ARTICLES XI

NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purpose as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLES XII

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

BYLAWS AMENDMENTS


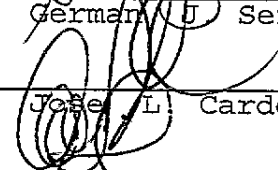

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the directors in accordance with the provision of the Bylaws.

ARTICLE XIV

MAILING ADDRESS

The principal mailing address of the Corporation is:
c/o Amesil Serrano. 2520 S.W. 22 Street. # 2375
Miami, Fl. 33145.

IN WITNESS WHEREOF, We, the undersigned, being all of the subscribers of the Corporation, have set our hands and seals this 4 day of November, 1997.

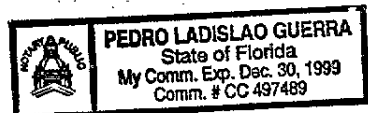
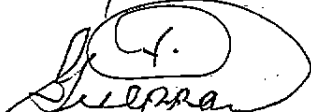
X 
German J. Serrano
X 
Jose L. Cardona
X 
Amesil Serrano

STATE OF FLORIDA:

COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove take acknowledgements, personally appeared Amesil Serrano, to me known to be the person described as a subscribed in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that *she* subscribed these Articles of Incorporation of OUTREACH PICTURES INC.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of November, 1997.



Notary Public, STATE OF FLORIDA

My Commission Expire:

FILED
97 NOV -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

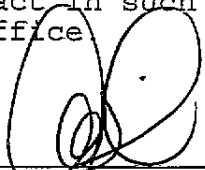
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

OUTREACH PICTURES INC. desiring to organize under the laws of the State of Florida, hereby designates Amesil Serrano, as its registered agent and 2520 S.W. 22 St. # 2375. Miami, Fl. 33145. its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office

X 
Amesil Serrano