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OFFICE HEE ONLY (Distumble of			
LAZARUS CORPORACE I	NDUSTRIES, INC.		
(Haquantar's Nacos) HOO S.W. H7 AVENUE	116		
(Address)			
	174 (305)552-5973		- 2000 001 358 34 077 -01720235-00058020
(GHY, State, Zip) LOCAL REPRESENTATIV	(Phone #)		*****122,50 ****122,50
	- TABLAMASSEE	OFFICE USE ONLY	
904) 385-6735 CORPORATION NAME(S	& DOCUMENT NUMI	BER(S) ((Channa)	
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NonProfit	Amendment		
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ARTICLES OF INCORPORATION

OF

RED BEAR STUDIOS INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

RED BEAR STUDIOS INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) / Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 To have perpetual succession by its corporate name;

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 (one hundred) shares, having an individual par value of \$1.00 (one dollar)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

PHILIP-JON HAARSMA
900 BAY DRIVE UNIT: 708
MIAMI BEACH, FL. 33141

The Principal office shall be:

900 BAY DRIVE UNIT:708 MIAMI BEACH, FL. 33141

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as an initial director is:

PRESIDENT:

PHILIP-JON HAARSMA 900 BAY DRIVE UNIT:708 MIAMI BEACH, FL. 20171

The name and address of the incorporator executing these Articles of Incorporation is:

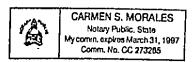
> PHILIP-JON HAARSMA 900 BAY DRIVE UNIT: 708 MIAMI BEACH, FL. 33141

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 05 day of JANUARY _____, **19**95_. D.L.# H625-475 64-205-0 STATE OF FLORIDA SS. COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PHILIP-JON HAARSMA known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 05 day of JANUARY

My Commission Expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:	RED BEAR STUDIOS INC.
The name and address of the re	egistered agent and office is:
PHILLI	P-JON HAARSMA
(NA	AME)
900 BAY	DRIVE UNIT:708
(P.O. BOX <u>N</u>	IOT ACCEPTABLE)
MIAMI B	EACH, FL. 33141
(CITY	/STATE/ZiP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITICN AS REGISTERED AGENT.

TO: DEPARTMENT OF STATE STATE OF FLORIDA OFFICE OF STATE TREASURER

FUND	ידיתנוסאת	DEVOOR DESCRIPTION	17 17 17	44		****	***
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OTHER							*
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GRAND TOTAL:	\$ (245; 00
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TALLAHASSEE FLORIDA

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Process Date: 01/26/95

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The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

1-20-4/

Dill Nelson