

# 9500007691

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6735

OFFICE USE ONLY

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-02/01/95--01088--014  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. SKY VIDEO, 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

TALLAHASSEE, FLORIDA  
95 JAN 30 PM 2:55  
FILED

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

*[Handwritten signature]*  
1/30

Examiner's Initials

ARTICLES OF INCORPORATION

OF

SKY VIDEO, INC.

ARTICLE I

Name

The name of this corporation is: SKY VIDEO, INC.

ARTICLE II

Purpose

The purpose of this corporation is to engage in any transaction having to do with video tapes and video equipment, including sale, renting, repairing, etc.

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III  
Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE V

Restrictions on transfer of shares

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

FILED  
TALLAHASSEE, FLORIDA

95 JAN 30 PM 2:35

ARTICLE VI

Main Place of Business, Initial Registered Office and Agent

The initial registered office, and mailing address of the Corporation is: 45 N.W. 79th St., Miami, Florida 33150 and the Registered Agent is: Maria I. Feliciano, at 45 N.W. 79th St., Miami, Florida 33150.

ARTICLE VII

Initial Board of Directors

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time in the manner provided in the by-laws.

ARTICLE VIII

Incorporators

The names and addresses of the persons signing these articles are:

<u>Name</u>	<u>Street Address</u>
MARIA I. FELICIANO	45 N.W. 79 St. Miami, Florida 33150

ARTICLE IX  
Officers

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X

By-Laws

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

ARTICLE XI

Procedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant so

nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII

Date of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed the Articles of Incorporation, this 26th day of January, 1995.

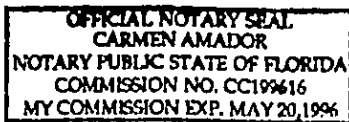
  
\_\_\_\_\_  
MARIA I. FELICIANO

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MARIA I. FELICIANO, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same, this 26<sup>th</sup> day of January, 1995.

My Commission Expires:

Carmen Amador  
NOTARY PUBLIC-State of Florida



Printed Name: CARMEN AMADOR

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Maria I. Feliciano  
REGISTERED AGENT

95 JAN 20 PM 2:35

NOTARY PUBLIC STATE OF FLORIDA

FILED

P95000007691

SKY VIDEO, INC.  
45 N.W. 69TH ST.  
MIAMI, FL 33150

May 2, 1995

Secretary of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Florida 32314

FILED  
95 MAY - 9 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: SKY VIDEO INC.

500001481835  
-05/09/95--01148--017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed please find a money order in the amount of \$43.75 in payment of *Articles of Dissolutions* and a *certificate of withstanding* to be return to us.

Also attach is the original *Articles of Dissolution* for the above mentioned corporation.

Thanking you in advance for your assistance.

Respectfully Submitted,

*Maria I. Felciano Jordan*  
Maria I. Felciano Jordan  
PRESIDENT of SKY VIDEO INC.

*Volun.  
Dissolved  
5-12-95  
R*

**ARTICLES OF DISSOLUTION**

**OF**

**SKY VIDEO, INC.**

**(a Florida Corporation)**

**FILED**  
95 MAY -9 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

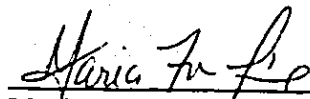
**ARTICLE I**

The name of this corporation is **SKY VIDEO, INC.** (the "Corporation").

**ARTICLE II**

The dissolution of the Corporation was authorized and approved on May 1, 1995 by the holder of 100% of the outstanding capital stock of the Corporation. The number cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution of **SKY VIDEO, INC.**, as of the 03 day of May, 1995.

  
\_\_\_\_\_  
**Maria I. Felciano Jordan**  
President/Secretary/Director