

P95000018423

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LAZARUS CORPORATE INDUSTRIES, INC.
 (Requestor's Name)
 810 S.W. 17 AVENUE #16
 (Address)
 MIAMI, FLORIDA 33174 (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

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 DIVISION OF CORPORATIONS
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(904)385-6735

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

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 ****122.50 ****122.50

1. Celestial Lights and Sound, 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

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Examiner's Initials KAN

ARTICLES OF INCORPORATION

OF

CELESTIAL LIGHTS AND SOUND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -7 PM 2:09

ARTICLE I

Name

The name of this corporation is:

CELESTIAL LIGHTS AND SOUND, INC.

ARTICLE II

Purpose

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.

ARTICLE VI

Main Place of Business, Initial Registered Office and Agent

The initial registered office, and mailing address of the Corporation is: 780 N.W. LeJeune Road, Suite 409, Miami, Florida 33126, and the Registered Agent is: Rolando A. Amador, Esq., at the same address.

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>
JORGE GOMEZ	780 N.W. LeJeune Rd., #409 Miami, Florida 33126

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.

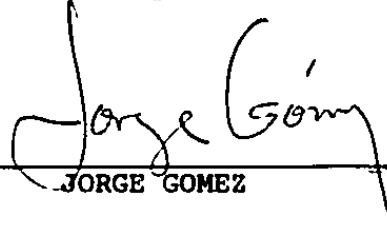
The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members 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 27th day of February, 1995.

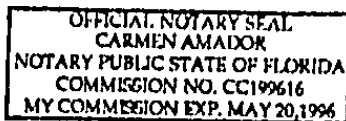


JORGE GOMEZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JORGE GOMEZ, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same, this 27th day of February 1995.

My Commission Expires:




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.


REGISTERED AGENT