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SECRETARY OF STATE
-05/24/95--010,24--002
***122.50 ***122.50

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

(904)385-6735

OFFICE USE ONLY

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

- TOP VIDEO PRODUCTIONS CORP.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(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
95 MAY 23 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-22-95

Examiner's Initials Dmc
5/23/95

ARTICLES OF INCORPORATION
OF
TOP VIDEO PRODUCTIONS, CORP.

FILED
95 MAY 23 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
5-22-95

The name of this corporation is: TOP VIDEO PRODUCTIONS,
CORP.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing
May 22, 1975.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business
permitted under the laws of the United States and the state
of Florida and under the laws of any other country in the
world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of
One (\$1.00) par value common stock, which shall be designated
'Common Shares'.

ARTICLE V - INITIAL REGISTERED AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The name and street address of the initial registered
agent of this corporation is JORGE E. PEREZ, 1620 West Flagler
Street, Miami, Florida 33135. The principal office of the
corporation will be at 1620 West Flagler Street, Miami,
Florida 33135.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Jorge E. Perez 1620 West Flagler Street
Miami, FL 33135

Geomar Perez Castellanos 1620 West Flagler Street
Miami, FL 33012

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles
is:

Jorge E. Perez

1620 West Flagler Street
Miami, FL 33135

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 23rd day of May, 1995.

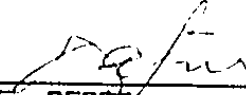


JORGE E. PEREZ
1620 West Flagler Street
Miami, FL 33135

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 23rd DAY OF MAY, 1995.



JORGE E. PEREZ
1620 West Flagler Street
Miami, FL 33135