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RECEIVED
95 AUG 15 AM 11:04
DIVISION OF CORPORATION

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) 385-6715

OFFICE USE ONLY

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

1. Tom Brazil Music Production Corp.
(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

FILED
95 AUG 15 PM 1:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TOM BRASIL MUSIC PRODUCTION CORP.

FILED
95 AUG 15 PM 1:57

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be: TOM BRASIL MUSIC PRODUCTION CORP.

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Article of Incorporation with the Department of State, of the State of Florida.

ARTICLE III
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: Five Hundred dollars (\$500.00).

ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 2217 NE 123rd Street, North Miami, FL 33181.

The street address of the initial registered office of this corporation is: 2217 NE 123rd Street, North Miami, FL 33181.

The name of the initial Registered Agent of this corporation at that address is: ANDRE L. GERAISSATI.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (3) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The names and addresses of the initial Directors of this corporation are: SOLON SIMINOVICH of Alameda Tau, 796 Ap. 700, Sao Paulo, Brazil, ANDRE L. GERAISSATI of Rua Dona Analia Franco, 21 Ap. 51, Santos, Sao Paulo, Brazil and SERGIO B. NIGRO of Rua Francisco Leitao, 607 Ap. 131, Sao Paulo, Brazil.

ARTICLE VIII
INCORPORATOR

The names and addresses of the Incorporators of this corporation are: SOLON SIMINOVICH of Alameda Tau, 796 Ap. 700, Sao Paulo, Brazil, ANDRE L. GERAISSATI of Rua Dona Analia Franco, 21 Ap. 51, Santos, SSao Paulo, Brazil and SERGIO B. NIGRO, Rua Francisco Leitao, 607 Ap. 131, Sao Paulo, Brazil.

ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservations.

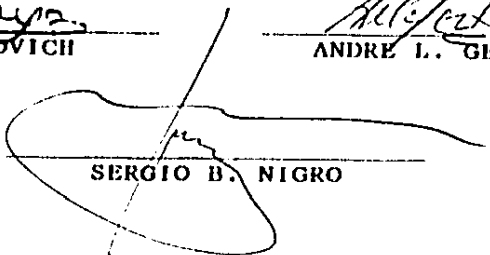
IN WITNESS WHEREOF, the above named incorporators subscribed their names this 11th day of August, 1995.



SOLON STIMOVICH



ANDRE L. GERAISSATI

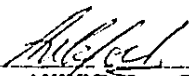


SERGIO B. NIGRO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: TOM BRASIL MUSIC PRODUCTION CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at MIAMI, State of Florida, has named: ANDRE L. GERAISSATI, whose address is: 2217 NE 123rd Street, N. Miami, FL 33181. Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services 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 position as registered agent.


ANDRE L. GERAISSATI

Date: August 11th, 1988.

95-AUG 15 PM 1:57
CLERK OF DISTRICT COURT
STATE OF FLORIDA

FILED