

P95000074199

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

8/10/00 11:54:35
09/26/99 01074-025
****122.50 ****122.50

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

1. ORBIT PRODUCTIONS CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:30

☒ 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

JAN 15 1968
95 97 01 14 03 05

ARTICLES OF INCORPORATION
OF
ORBIT PRODUCTIONS CORPORATION

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

ORBIT PRODUCTIONS CORPORATION
6392 N.W. 84 AVENUE
MIAMI, FLORIDA 33166

ARTICLE II

This corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) Generally, to make and perform contract of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
----- 1000	----- \$1.00	----- Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the preemptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence on the day its Articles of Incorporation are filed with Florida's Secretary of State, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 6392 N.W. 84 Avenue Miami, Florida 33166, with the privilege of having its offices and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be ALMA GUERRA.

ARTICLE VI

This corporation shall have no directors. The business of the corporation shall be managed by stockholders of the corporation in accordance with the Florida Statutes. The stockholders and the shares of stock each agrees to is as follows:

<u>Stockholder</u>	<u>% of Shares</u>
MITZI JANSSENS	20 %
MARIO J. PALACIO	35 %
NAVARRO & VELEZ AD, INC.	35 %
THE CYON GROUP, INC.	10 %

ARTICLE VII

The name and address of the initial officers of the corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified shall be:

PRESIDENT :	MITZI JANSSENS 6392 N.W. 84 AVENUE MIAMI, FLORIDA 33166
VICE-PRESIDENT :	MARIO J. PALACIO 6392 N.W. 84 AVENUE MIAMI, FLORIDA 33166
SECRETARY/TREAS:	ALMA GUERRA 6392 N.W.84 AVENUE MIAMI, FLORIDA 33166

ARTICLE VIII

The name and address of the incorporator is:

MITZI JANSSENS
6392 N.W. 84 AVENUE
MIAMI, FLORIDA 33166

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

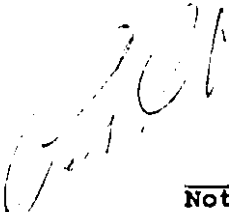
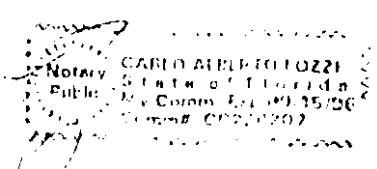
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named,, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand seal this 21st day of September, 1995.


MITZY JANSSENS
PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MITZI JANSSENS to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being sworn under oath, acknowledge before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 21st day of September, 1995.

Notary Public

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that ORBIT PRODUCTIONS CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named ALMA GUERRA located at 6392 NW 84 Avenue

Miami, Florida as its agent to accept service process within this state. County of Dade, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

By: _____
ALMA GUERRA
REGISTERED AGENT

Dated this 21st day of September, 1995

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FILED

DEC 27 1995

RECEIVED
FEB 1 1996

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N. HENDRICKS DEC 27 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 18, 1995

LAZARUS

MIAMI, FL

SUBJECT: ORBIT PRODUCTIONS CORPORATION
Ref. Number: P95000074199

We have received your document for ORBIT PRODUCTIONS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 895A00054456

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Orbit Productions Corporation
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Article VI-STOCKHOLDERS WILL NOW READ AS FOLLOWS:

Mitzi Janssens	20%	The Cyon Group, Inc.	10%
Mario G. Palacio	35%	Alma Guerra	10%
Navarro & Velez, Inc.	25%		

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Mitzi Janssens	20%	Alma Guerra	10%
Mario G. Palacio	35%		
Navarro & Velez, Inc	25%		
The Cyon Group, Inc	10%		

THIRD: The date of each amendment's adoption: December 14, 1995

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

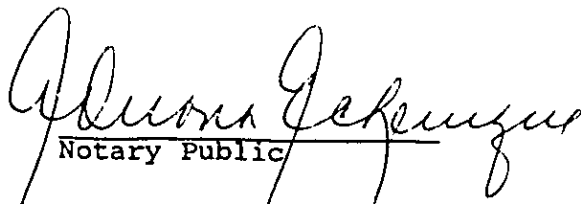
There being no further business requiring shareholder's action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

Signed & Dated December 14, 1995.


Mitzi Janssens President

State Of Florida)
County Of Dade) ss

The foregoing instrument was acknowledged before me this 14th day of December, 1995 by Mitzi Janssens, who is personally known to me. And who did (did not) take an oath.


Notary Public



ADRIANA A. ECHIQUE
My Comm. Exp. 9/03/96
Insured By Service Ins
No. 00220579
I Personally Know ☒ Other T.B.