

P96000007530

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

100001696604
-01/24/96--01043--007
****122.50 ****122.50

Office Use Only

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

1. GROUND ZERO INTERNATIONAL, 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

RECEIVED
96 JAN 24 4 10 52
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 24 PM 4:07

ARTICLES OF INCORPORATION
OF
GROUND ZERO INTERNATIONAL, INC.

ARTICLE I

NAME

The name of the corporation is:

Ground Zero International, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in the production of audio and video recordings for sale, lease or otherwise dispose of, and to own the rights to various musical and entertainment recordings, scripts, spectacles literary productions, electronic games and others, and to rent, service, maintain and acquire such by purchase, or assist in the development and creation of any and all types of artistic and entertainment endeavors now or hereafter in use or that may be created in the future, related machinery, appliances and appurtenances and any and all other property, real, personal, or mixed, and wheresoever situated, whether or not similar to any property above described, such as vehicles, carts, containers, film, film processing equipment, recording equipment, and reproduction machinery of all types or other supplies which may be necessary or useful in connection with the business of the Corporation and to offer such services to distributors, retailers, entertainers, and others in the performing arts or electronic media, and professions, and related services.

To organize or cause to be organized under the laws of the State of Florida or any state of the United States of America, or of the District of Columbia, or of any territory, dependency, commonwealth or possession of the United States, or any other country, colony, territory or dependency thereof, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation

is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

To borrow money and contract debts; to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of any corporation or other organizations any of whose this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of security interest in, pledge, or other lien, upon any or all of the property of this Corporation wheresoever situated, acquired, or to be acquired.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit

this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Kenneth Warner

Initial Registered Office: 7545 West 24th Avenue
Hialeah, Florida 33016

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such 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.


KENNETH WARNER
REGISTERED AGENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1).

The name and postal address of the initial director of the initial board of directors is:

Name: Kenneth Warner

Address: 7545 West 24th Avenue
Hialeah, Florida 33016

ARTICLE VII

INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Kenneth Warner

Address: 7545 West 24th Avenue
Hialeah, Florida 33016

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE IX

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer

shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. Said shareholders shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be alienated at the price and terms originally contemplated.

ARTICLE X

INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

7545 West 24th Avenue
Hialeah, Florida 33016

IN WITNESS WHEREOF, the undersigned, as incorporator and initial director has executed the foregoing Articles of Incorporation on this 23 day of July, A.D. 1996.


KENNETH WARNER
INCORPORATOR, INITIAL DIRECTOR

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared
-----KENNETH WARNER-----
who is known to me and known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and initial director and who acknowledged before me that he executed same for the purposes therein stated.

WITNESS my hand and seal this ____ day of _____, 1996.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: _____

FILED
STATE
SECRETARY OF
CORPORATIONS
10:41 AM JUL 24 1996