

096000028550

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

SECRETARY OF STATE
404/02706-01037-019
***122.50 ***122.50

Office Use Only

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

1. MAJESTIC SOUNDS MUSIC PROMOTIONS, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -2 PM 2:09

RECEIVED
96 APR -2 PM 11:20
DIVISION OF CORPORATION

4/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -2 PM 2:09

**ARTICLES OF INCORPORATION
OF
MAJESTIC SOUNDS MUSIC PROMOTIONS, INC.**

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is: MAJESTIC SOUNDS MUSIC PROMOTIONS, INC.

ARTICLE 2 - NATURE OF BUSINESS

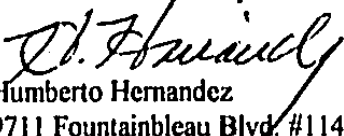
The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this Corporation is, MAJESTIC SOUNDS MUSIC PROMOTIONS, INC. 8410 West Flagler street, Suite 210-B, Miami, Fl. 33144

ARTICLE 4 - INCORPORATORS

The names and street address of the incorporators of this Corporation are:


Humberto Hernandez
9711 Fountainbleau Blvd. #114
Miami, Fl. 33172

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (\$500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

5.2 No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided; however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions of limitation, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stocks.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 8410 West Flagler Street, 210-B Miami, Fl 33144.

The name and address of the registered agent of this corporation is Humberto Hernandez, 9711 Fountainbleau Blvd. #114, Miami Fl. 33172..

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to make any action for the making alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereof ten prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

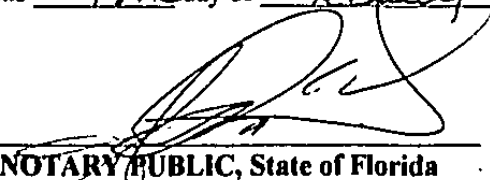
IN WITNESS WHEREOF the undersigned subscribers has executed these Articles of Incorporation this 18th day of March, 1996.

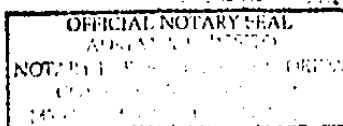
STATE OF FLORIDA)
: SS

COUNTY OF DADE (

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, Lumbea Hernandez, who shows her identification to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of February, 1996.


NOTARY PUBLIC, State of Florida
at Large.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -2 PM 2:09

-5-

CERTIFICATE OF DESIGNATION REGISTERED AGENT

1. The name of the Corporation is: **MAJESTIC SOUNDS MUSIC PROMOTIONS, INC.**

2. The name and address of the registered agent and office is:
Humberto Hernandez, 9711 Fountainbleau Blvd. #114 Miami, Fl. 33172.

Having been named as Registered Agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

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.


HUMBERTO HERNANDEZ

P9 60000 28550

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

4000001894744
-07/16/96--0111U--001
*****35.00 *****35.00

Office Use Only

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

1. MAJESTIC SOUNDS MUSIC PROMOTIONS, 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 type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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
96 JUL 25 PM 1:43
96 JUL 16 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Division of Corporation

AMEND
P98
7/25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1996

LAZARUS CORPORATE INDUSTRIES, INC.

MIAMI, FL 33174

SUBJECT: MAJESTIC SOUNDS MUSIC PROMOTIONS, INC.
Ref. Number: P96000028550

We have received your document for MAJESTIC SOUNDS MUSIC PROMOTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 796A00034390

RECEIVED
66 JUL 25 AM 11:17
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Majestic Sounds Music Promotions, Inc.
(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 number: 4 Amending Directors

The new president of the Corporation will be: Raymond A. Hernandez. (P)
8410 W. Flagler ST. #210-B
Miami, FL. 33144

Humberto Hernandez (VP)
8410 W. Flagler ST. #210-B
Miami, FL. 33144

Article number: 9 Amending Registered Agent

The new Registered Agent of the Corporation will be: Raymond A. Hernandez
8410 W. Flagler ST. #210-B
Miami, FL. 33144

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:

FILED
96 JUL 25 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: July 11, 1996

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.

Signed this 11 day of July, 19 96

Signature x

[Signature]
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Humberto Hernandez
Typed or printed name

Director - President
Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: majestic Sounds Music
Promotions, Inc.

2. The name and address of the registered agent and office is:

Raymond A. Hernandez
(NAME)

8410 W. Flagler St. #1210-B
(P.O. BOX NOT ACCEPTABLE)

Miami, FL. 33144
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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.

SIGNATURE

Raymond Hernandez

DATE

7/24/96