

**P 96000039101**

**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

Office Use Only

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

1. Power Con of Florida, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-05/03/96--01053--029  
\*\*\*122.50 \*\*\*122.50

- 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

W96-9459

1 SN MAY - 7 1996

TALLAHASSEE, FLORIDA  
 SECRET - 7 PM 12:01

SECRET - 3 PM 12:48

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 3, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

SUBJECT: POWER CON OF FLORIDA, INC.  
Ref. Number: W96000009459

We have received your document for POWER CON OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 896A00021586

ARTICLES OF INCORPORATION  
of  
POWER CON SOUTH FLORIDA, INC.

1977  
MAY -7 PM 12:01  
MULLENVILLE, FLORIDA

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:  
POWER CON SOUTH FLORIDA, INC.

**ARTICLE II-DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III-PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and the State of Florida.

**ARTICLE IV-CAPITAL STOCK**

The corporation is authorized to issue One hundred shares(100 )of Five ..... Dollar(s) (\$ 5.00 )par value Common Stock, which shall be designated "Common Shares

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT**

The principal office, if known, or the mailing address of the corporation is :  
NAME : GARY CZAJKOWSKI  
ADDRESS : 5800 SW 87 TH WAY  
CITY : COOPER CITY FLORIDA ZIP :33328  
The name and street address of the Initial Registered Agent of this Corporation is:  
NAME : GARY CZAJKOWSKI  
ADDRESS : 5800 SW 87 TH WAY  
CITY : COOPER CITY FLORIDA ZIP: 33328

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This corporation shall have Two( 4 )directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and address of the initial director(s) of the corporation are as follows:  
NAME: LEE GREENBURG TITLE: PRESIDENT  
ADDRESS : 5800 SW 87 TH WAY STATE: FL. ZIP: 33328  
CITY : COOPER CITY  
NAME: GARY CZAJKOWSKI TITLE : SECRETARY  
ADDRESS : 5800 SW 87 TH WAY. STATE : FL. ZIP: 33328  
CITY : COOPER CITY  
NAME : JIM PAYNE TITLE : TREASURY  
ADDRESS : 5800 SW 87 TH WAY STATE : FL. ZIP: 33328  
CITY : COOPER CITY  
NAME : MIKE KATZ TITLE : VICE-PRESIDENT  
ADDRESS: 5800 SW 87 TH WAY STATE : FL. ZIP: 33328  
CITY : COOPER CITY

**ARTICLE VII - INCORPORATORS**

The names and address of the incorporators signing these Articles of Incorporation are as follows:

NAME : LEE GREENBURG  
ADDRESS : 5800 SW 87 TH WAY  
CITY : COOPER CITY

STATE : FLORIDA ZIP: 33328

NAME : GARY CZAJKOWSKI  
ADDRESS: 5800 SW 87 TH WAY  
CITY : COOPER CITY

STATE : FLORIDA ZIP: 33328

NAME : JIM PAYNE  
ADDRESS : 5800 SW 87 TH WAY  
CITY : COOPER CITY

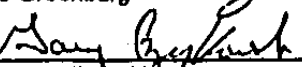
STATE : FLORIDA ZIP: 33328

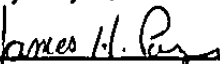
NAME : MIKE KATZ  
ADDRESS : 5800 SW 87 TH WAY  
CITY : COOPER CITY


STATE : FLORIDA ZIP : 33328

The undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 10 day of APRIL, 1996.

  
\_\_\_\_\_  
Lee Greenburg

  
\_\_\_\_\_  
Gary Czajkowski

  
\_\_\_\_\_  
Jim Payne

  
\_\_\_\_\_  
Mike Katz

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**

**OF**

*of*

**POWER CON SOUTH FLORIDA, INC.**

\_\_\_\_\_  
(Name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with

its registered office as indicated in the Articles of Incorporation

at :5800 SW 87 TH WAY  
COOPER CITY, FL. 33328

\_\_\_\_\_  
has named : GARY CZAJKOWSKI

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

*Gary Czajkowski*  
Gary Czajkowski

\_\_\_\_\_  
(registered agent)

FILED  
65 MAY -7 PM 12:01  
TALLAHASSEE, FLORIDA

P96000037214

OFFICE USE ONLY (Document #)

CARLTON FIELDS  
(Requestor's Name)

Post Office Drawer 190  
(Address)

Tallahassee FL 32302 224-1585  
(City, State, Zip) (Phone #) Nancy Hurd

300002087273--3  
-12/24/96--01069--022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

- 1. KINETOSCOPE, INC. P96000037214  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

RECEIVED  
DEC 24 9:57 AM '96  
OFFICE OF CORPORATION

Wait for  
 Pick up time 12/26 4:00  
please stamp in copy  
 Mail out  Will wait  Photocopy

Certified Copy  
 Certificate of Status

FILED  
6 DEC 24 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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	
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HENDRICKS DEC 24 1996

Examiner's Initials

ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION  
OF  
KINETOSCOPE, INC.

FILED  
96 DEC 24 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the Corporation is Kinetoscope, Inc.
2. The text of the amendment is as follows:

Article (V)(A) of the Articles of Incorporation is hereby deleted in its entirety and shall be restated to read as follows:

The Corporation is authorized to issue Ten Million (10,000,000) shares of 1¢ par value common stock, which shall be designated "common shares".

3. The method of implementation of the exchange, reclassification or cancellation, as provided for in the above amendment, is as follows:

Each holder of the Corporation's 10¢ par value common stock shall receive One Thousand Nine Hundred Twenty (1,920) shares of the Corporation's 1¢ par value common stock in exchange for each 10¢ par value share owned.

4. This amendment was adopted on the 20th day of December, 1996.

5. The amendments were duly approved by the Shareholders in accordance with Section 607.1006. The amendment was approved by all of the Corporation's Shareholders. The number of votes was sufficient for approval. All of such Shareholders are members of the same voting group and, such voting group is the only voting group entitled to vote on this amendment. The amendment was also unanimously approved by all of the members of the Corporation's Board of Directors on December 20, 1996.

Dated this 20th day of December, 1996.

KINETOSCOPE, INC.

By: Marvin Scaff  
Marvin Scaff, as its President

P 96000039101

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

Office Use Only

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

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(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-12/23/96--01013--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Walk in     Pick up time 2:00

Mail out     Will wait     Photocopy

Certified Copy

Certificate of State

FILED  
96 DEC 23 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 23 AM 9:55  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AM  
12/23/96

Examiner's Initials	
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

POWER CON SOUTH FLORIDA , INC.  
(present name)

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*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

DELETED OFFICERS

**NAME :** GARY CZAJKOWSKI      **TITLE :** SECRETARY  
**ADDRESS :** 5800 G.W. 87 th WAY  
**CITY :** COOPER CITY

ADDED OFFICERS

**NAME :** ANTOINETTE CZAJKOWSKI      **TITLE:** SECRETARY  
**ADDRESS:** 5800 S.W. 87 th WAY  
**CITY :** COOPER CITY

**FILED**  
56 DEC 23 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

THIRD: The date of each amendment's adoption: 12/08/96

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 08 day of December, 19 96

Signature *Mary Czekal*  
(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)

GARY CZAJKOWSKI

Typed or printed name

SECRETARY

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

X

DATE