

p.96000045369

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

9000001842638

-05/29/96--01067--009

Office Use Only ***122.50 ***122.50

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

1. TELE COM MEDIA, 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

TALLAHASSEE FLORIDA

MAY 29 PM 12:14

SN

MAY 29 1996

Examiner's Initials

RECEIVED
96 MAY 29 AM 10:43
DIVISION OF CORPORATIONS

MAY 29 1996

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following *Articles Of Incorporation* for such corporation:

I. NAME

The name of this corporation is *TeleCom Medig, Inc.*
6661 SW 70th LANE
MIAMI, FL 33143

II. DURATION

The period of its duration is perpetual.

III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV. CAPITAL STOCK

The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value.

V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Erik Hayden Grieve
6661 SW 70th Lane
Miami, FL 33143

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial *director / president / treasurer* of this corporation is:

Erik Hayden Grieve
6661 SW 70th Lane
Miami, FL 33143

The name and address of the final *director / vice- president* of this corporation is:

Jenil Arje Bonnen
17255 SW 84th Court
Miami, FL 33157

VII. INCORPORATOR

The name and address of the Incorporator signing these *Articles of Incorporation* is:

Erik Hayden Grieve
6661 SW 70th Lane
Miami, FL 33143

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and writings evidence their consent and are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENTS OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these *Articles of Incorporation*, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or Shareholders unless *Articles of Incorporation* or *Bylaws* so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the *Articles of Incorporation* or *Bylaws*.

XIV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares one holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions pertaining to the issue of shares, and inviting one to exercise ones' pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY TELEPHONE CONFERENCING AND VIDEO CONFERENCING

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of either telephone conferencing or video conferencing as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these *Articles of Incorporation* this 24th day of May, 1996.

Erik Hayden Grieve



STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

Erik Hayden Grieve and _____, and to me known to be the

persons who executed the foregoing *Articles of Incorporation*, and acknowledged to and before me that they executed such instruments.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of
_____ 1996,

Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said act:

First - That *TeleCom Media, Inc.*

desiring to organize under the laws of the State of Florida, with its principle offices, as indicated in the
Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to
accept service within this state, *Erik Hayden Grieve* located at

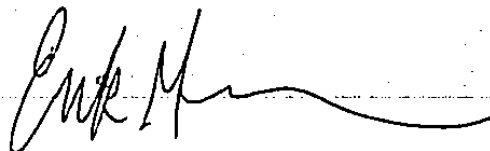
6661 SW 70th Lane
Miami, Fl. 33143

ACKNOWLEDGMENTS:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named 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.

Erik Hayden Grieve / Resident Agent



FILED
JUL 29 PM 12:14
TALLAHASSEE, FLORIDA