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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. INTERCINE CORPORATION
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 200001929502
-08/22/96--01054--022

3. (Corporation Name) (Document #) ****122.50 ****122.50

4. (Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

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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/ REQUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 AUG 22 AM 11:12
DIVISION OF CORPORATIONS

Examiner's Initials

AUG 22 1996

ARTICLES OF INCORPORATION

OF

INTERCINE CORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be: **INTERCINE CORPORATION**

ARTICLE II - PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- c) To engage in the export-import business and to engage in all activities which are incidental to the business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a nominal or par value of one dollar. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than one dollar. The following is the percentage of Shares of Stock owned by any individual(s):

<u>NAME</u>	<u>PERCENTAGE</u>	<u>ADDRESS</u>
Empresa Cinematografica Haway Ltda	60 %	Rua Turiassu, 716 - City: Sao Paulo: SP Zip:05005 Brazil
Unissued Stock	40 %	

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26 AUG 22 PM 1:17
TALLAHASSEE, FLORIDA

ARTICLE IV - TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent for this corporation shall be Bernadete Marins, and the registered office shall be located at 2710 Walkers Way, Ft. Lauderdale, FL 33326 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law. The aforementioned location also constitutes the principal office.

ARTICLE VI - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Paulo Gaspar Gregorio- President	2710 Walkers Way, Ft. Lauderdale, FL 33326
Bernadete Marins - Secretary	2710 Walkers Way, Ft. Lauderdale, FL 33326

ARTICLE VII - SUBSCRIBER

The names and street addresses of the subscribers of these Articles of Incorporation are:

Bernadete Marins, 2710 Walkers Way, Ft. Lauderdale, FL 33326
Paulo Gaspar Gregorio, 2710 Walkers Way, Ft. Lauderdale, FL 33326

ARTICLE VIII - INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - TELEPHONE MEETINGS AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other

persons, is used.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared: BERNADETE MARINS, the undersigned incorporator, to me known to be the individual described in and who is personally known to me, produced identification ^{BERNADETE MARINS} CD 581632 and who executed the foregoing Articles of Incorporation of INTERCINE CORPORATION, and that she acknowledged before me that she signed and executed same for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 15th day of AUGUST, 1996.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

[Signature]

My Commission Expires:



Fernando E. Mata
MY COMMISSION # CC952677 EXPIRES
May 13, 2000
BONDED TRULY TRUST FARM INSURANCE, INC.

FILED
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