

LAZARUS CORPORATE INDUSTRIES, INC.

890 S.W. 87 AVENUE SUITE: 16

MIAMI, FLORIDA 33174 (305)552-5973

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

1. PAY-TV, INC.
(Corporation Name)

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #5)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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□ Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

PAY-TV, INC.

The undersigned incorporator (s) hereby forms the following
corporation under the laws of the State of Florida:

ARTICLE I

NAME:

PAY-TV, INC.

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all
business permitted under the laws of the State of Florida .

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stocks which this corporation
is authorized to issue is 100 shares of \$5.00 par value, common stock. Said
shares of stock may be issued only for a consideration having a fair value as
may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually from the date these
Articles are filed with the Department of State, subject to the laws of the
State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

This initial Registered Agent and the principal address and
the initial Registered Office of this corporation shall be:

GARY A. WEBSTER

**2701 N.W. 42ND AVENUE
MIAMI, FLA. 33142**

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TALLAHASSEE, FLORIDA

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially.

The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

GARY A. WEBSTER
238-78-0967

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator is:

Gary A. Webster, President/Secretary/ Treasurer
238-78-0967
162 De Leon Drive
Miami Springs, Fla. 33166

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.


ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors,

proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set its hands and seals this 10 day of October 1996.


GARY A. WEBSTER

STATE OF FLORIDA }
COUNTY OF DADE }

SS:

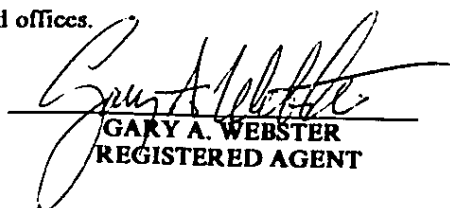
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Gary A. Webster to me known to be the person (s) described in and who executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 10th day of October 1996.

MY COMMISSION EXPIRES:
OFFICER N HUARTAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC373346
MY COMMISSION EXP. JUNE 6, 1998


NORKI HUERTAS
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.


GARY A. WEBSTER
REGISTERED AGENT

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