

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

89 S.W. 87 AVENUE SUITE 6

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Handwritten: P4700100302

Office Use Only

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

1. EL EDEN RECORDS ENTERPRISES, INC.
(Corporation Name) (Document #)

2. ~~Translation: the Eden Records Enterprises, INC.~~
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
97 NOV 25 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in Pick up time 2:00
 Mail out Will wait Photocopy

Certified Copy
 Certificate of Status
EFFECTIVE DATE 11-18-97

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

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-11/25/97--01033--020
***122.50 ***122.50

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

Handwritten: 11/26
RECEIVED
NOV 25 AM 11:11 '97

Examiner's Initials

ARTICLES OF INCORPORATION
OF:

EL EDEN RECORDS ENTERPRISES, INC.
116 N.E. 162 Street
North Miami Beach, Florida 33162

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ARTICLE I - NAME

The name of this corporation is: EL EDEN RECORDS ENTERPRISES,

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

EFFECTIVE DATE
11-24-97

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 (SIX HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - 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 this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 116 N.E. 162 Street, North Miami Beach, Florida 33162 and the name of the initial registered agent of this corporation at that address is MANUEL JESUS CHARLES.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
MANUEL JESUS CHARLES, President S/S # 584-92-4193 DOB: 12-11-57	116 NE 162nd St., North Miami Beach, Florida 33162
MARIA ISABEL NUNEZ, Secretary S/S #103-64 3959 DOB: 09-05-60	116 NE 162nd St., North Miami Beach,

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
MANUEL JESUS CHARLES, President	116 NE 162nd St., North Miami Beach, Florida 33162
MARIA ISABEL NUNEZ, Secretary	116 NE 162nd St., North Miami Beach, Florida 33162

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles on 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 a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of November of 1997.

* Manuel Charles

MANUEL JESUS CHARLES, PRESIDENT

Maria Inez

MARIA ISABEL NUNEZ, SECRETARY

CERTIFICATE DESIGNATING 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 EL EDEN RECORDS ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MANUEL JESUS CHARLES located at 116 N.E. 162 Street city of North Miami Beach County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

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.

x Manuel Charles
REGISTERED AGENT
MANUEL JESUS CHARLES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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