

7  
497000103685  
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

FILED  
97 DEC -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. TELEMIAMI CABLE NETWORK, 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

RECEIVED  
97 DEC -9 AM 10:43  
DIVISION OF CORPORATION

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

900002366469--2  
-12/09/97--01022--013  
\*\*\*\*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

**ARTICLES OF INCORPORATION**  
**OF**  
**TELEMIAMI CABLE NETWORK, INC.**

FILED  
97 DEC -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be:

**TELEMIAMI CABLE NETWORK, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation authorized to be issued shall be One Hundred (100) common stock of the par value of one dollar (\$1.00) each. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock may no be transferred on the

books of this Corporation without first giving the right of purchase for ten (10) days to the Corporation at the book value of the stock, and thereafter for five (5) days to any stockholder of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of the stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE IV

##### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

##### CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be at: 2920 NW 7<sup>th</sup> Street, Miami, Florida 33125, with the privilege of having branch offices at other place within or without the State of Florida.

## ARTICLE VII

### NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be less than one (1) nor more than three (3):

## ARTICLE VIII

### DIRECTORS

The name and post office address of the first Board of Directors of this Corporation who shall hold office for the first year or until his successors are chosen, shall be: Felix M. Diaz, 1378 Coral Way, 4<sup>th</sup> Floor, Miami, Florida 33145.

### SUBSCRIBERS

The stock shall be issued fully paid. The shares of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Felix M. Diaz	1378 Coral Way, 4 <sup>th</sup> Floor Miami, Florida 33145	100

The amount paid into capital, before beginning business shall not be less than Five Hundred (\$500.00), for which the subscribed shares shall be issued.

## ARTICLE X

This Corporation reserves the right to amend, alter change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

## ARTICLE XI

The officers of the Corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of said assignment, shall stand in lie of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

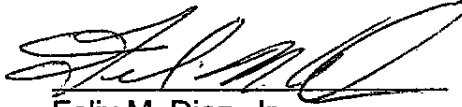
## ARTICLE XII

### DESIGNATION OF RESIDENT AND REGISTERED AGENT AND REGISTERED OFFICE

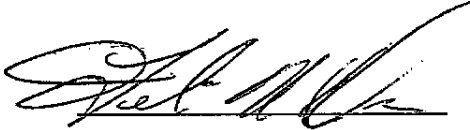
The Corporation hereby designates Felix M. Diaz, Jr. and his office located at 1378 Coral Way, 4<sup>th</sup> Floor, Miami, Florida 33145, in the County of Dade, as its resident and registered agent and registered office, to accept service of process within this State.

ACKNOWLEDGEMENT:

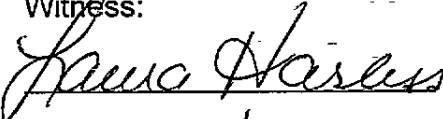
Having been named to accept service of process for this Corporation, at the place designated, as the registered agent, I hereby accept to act in this capacity of resident and registered agent and agree to comply with the provisions of said Act relative to keeping open said registered office.

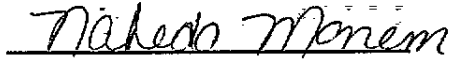
  
Felix M. Diaz, Jr.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this 2<sup>nd</sup> day of December 1997.



Witness:

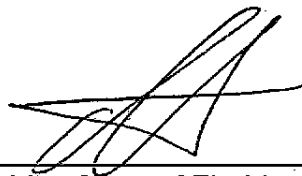
  
Laura Haruss

  
Naheda Monem

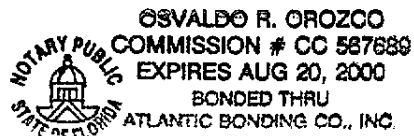
STATE OF FLORIDA}  
  } SS  
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared *Felix M. Ortiz*, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and he acknowledged the execution thereof to be his free and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this   2   day of December, 1997.



\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:



FILED  
97 DEC -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA