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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. MARLUZ RECORDS & DISTRIBUTORS, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2-00

☐ Certified Copy

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☐ 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

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*****78.75 *****78.75

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

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DIVISION OF CORPORATION

K. Rolfe JAN 9 1998

Examiner's Initials

ARTICLES OF INCORPORATION OF

MARLUZ RECORDS & DISTRUBUTORS CORP.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

MARLUZ RECORDS & DISTRIBUTORS CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers, agents, builders, brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, its agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.

- C. To purchases, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or conveniently for any of the purposes of this business, and to purchase, acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful the conduct of the business as above specified.
- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purpose, to mortgage all or any part of the property corporal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE THOUSAND (1,000) shares of Common Stock having a par value of FIVE THOUSAND DOLLARS (\$5,000.00) FIVE DOLLARS (\$5.00) each and to fully be paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-Laws of the corporation.

ARTICLE IV

The amount of Capital with which the corporation shall begin business shall be: FIVE THOUSAND DOLLARS (\$5,000.00)

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office and resident address of this corporation shall be: 3531 SW 112th Avenue
- - - - MIAMI, FL, 33165 . - - - -

ARTICLE VII

The resident agent of the corporation shall be:

HUGO DELGADO
3531 SW 112th Ave. Miami, Fl. 33165

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

ARTICLE VIII

The business and affairs of the corporation shall be conducted by the Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with these provisions of these Articles of Incorporation.

ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

HUGO DELGADO President, Director & Registered Agent
3531 SW 112th Avenue,
Miami, Fl. 33165

MARITZA DELGADO. Secretary -- Treasurer & Director
3531 SW 112th Avenue
Miami , Fl. 33165

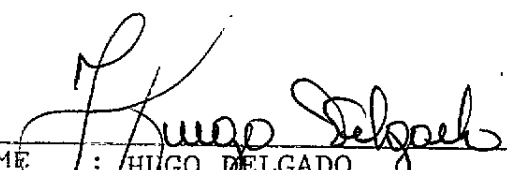
ARTICLE X

The names and addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least are as follows:

<u>NAME AND ADDRESSES</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
HUGO DELGADO 3531 SW 112th Avenue Miami, Fl. 33165	500	\$ 2,500.00
MARITZA DELGADO 3531 SW 112th Avenue Miami, Fl. 333165	500	2,500.00
	<u>1,000</u>	<u>\$ 5,000.00</u>

In WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of Miami, Florida, this 6th day of January A.D. 1994, for the uses and purposes aforesaid.

I, the undersigned, herein accept the appointment as Registered Agent.


NAME : HUGO DELGADO
ADDRESS: 3531 SW 112th Ave
Miami, Fl. 33165

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
MARLUZ RECORDS & DISTRIBUTORS CORP.
2. The name and address of the registered agent and office is:

HUGO DELGADO

(NAME)

3531 SW 112th Avenue

(PO BOX NOT ACCEPTABLE)

Miami, Fl. 33165

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE

Maritza Delgado
(CORPORATE OFFICER)

TITLE SECRETARY & TREASURER

DATE January 6, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Hugo Delgado

DATE January 6, 1998

REGISTERED AGENT FILING FEE: \$35.00