

LAZARUS CORPORATE INDUSTRIES, INC.

Registered Office

3320 S.W. 1st Avenue

Address

MIAMI, FLORIDA 33165 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. PREMIER MEDIA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

000002398290-3
-01/13/98-01056-025
****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

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

FILED
98 JAN 13 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 13 AM 11:31
DIVISION OF CORPORATION

2

ARTICLES OF INCORPORATION
OF
PREMIER MEDIA, INC.

FILED
98 JAN 13 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to those Articles of Incorporation each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Premier Media, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of fifty-cents par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3971 S.W. 8th Street, Ste. 305, Miami, Florida, 33134 and the name of the initial registered agent of this corporation at that address is Gabriel Diaz-Bergnes, Esq.

ARTICLE VI - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles are:

Alex J. Fernandez
780 N.E. 69th St., PH #3
Miami, Florida, 33138

Alina Gomez
1036 S. Greenway Dr.
Coral Gables, Florida, 33134

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Alex J. Fernandez - 50%
Alina Gomez - 50%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and could be further specified by written agreement among all of the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by Certified

Mail, Return-Receipt Requested giving five (5) days written notice.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-One Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, except as provided for in Article XX.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 shareholders of this corporation.

ARTICLE XIII - MEETINGS BY TELEPHONE CONFERENCE

Shareholders may participate in special meetings by means of telephone conference as provided by law.

ARTICLE XIV - ACTION BY SHAREHOLDERS WITHOUT A MEETING

The shareholders may take action by written consent, as provided by law.

ARTICLE XV - NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the Stockholders at the address mentioned in paragraph VII.

ARTICLE XVI - INITIAL DIRECTORS AND OFFICERS

This corporation shall initially have at least two directors, their names and addresses are as follows:


Alex J. Fernandez - President, Secretary, and Director
780 N.E. 69th St., PH #3
Miami, Florida, 33138

Alina Gomez - Vice President, Treasurer, and Director
1036 S. Greenway Dr.
Coral Gables, Florida, 33134

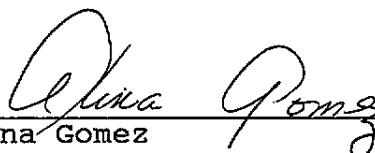
ARTICLE XVII - PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 2350 Coral Way, #301, Miami, Florida, 33145. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 9th day of January, 1998.



Alex J. Fernandez

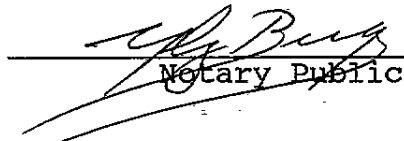


Alina Gomez

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Alex J. Fernandez, who is personally known to me ____ or has produced Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforementioned on this 9th day of January, 1998.



Notary Public

My Commission Expires:



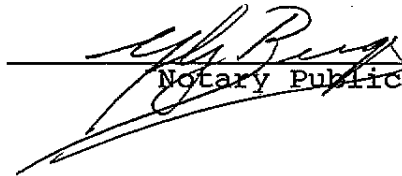
G. DIAZ-BERGNES
My Comm Exp. 6/12/2001
Bonded By Service Ins
No. CC649332
☐ Personally Known ☐ Other I.D.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Alina Gomez, who is personally known to me ✓ or has produced _____ as identification, and who executed the foregoing Articles of

Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS, my hand and seal in the County and State
aforementioned on this 9th day of January, 1998.



Notary Public

My Commission Expires:



G. DIAZ-BERGNES
My Comm Exp. 6/12/2001
Bonded By Service Ins
No. CC649332
☐ Personally Known ☐ Other I.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PREMIER MEDIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Gabriel Diaz-Bergnes, Esq., located at 3971 8th Street, Ste. 305, Miami, Florida, 33134 as its agent to accept service of process within Florida.



Alex J. Fernandez

Date: JAN. 9th, 1998.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Gabriel Diaz-Bergnes, Esq.
Resident Agent

Date: 1/9/98

FILED
98 JAN 8 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA