LAZARUS CORPORATE INDUSTRIES, INC. Requestor's Name 3320 S.W. 87th AVENUE Address MIAMI, FLORIDA 33165 (305) 552-5973 City/State/Zip Phone # Office Use Only LOCAL REPRESENTATIVE TALLAHASSEE CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 300002403973--4 -01/20/98--01002--028 ****122.50 ****122.50 (Corporation Name) (Document #) (Corporation Name) (Document#) (Corporation Name) (Document #) Walk in Certified Copy Will wait Mail out Certificate of Status Photocopy **VEWFILINGS** Profit Amendmerit NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent RECEIVED

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DIVISION OF CORPORATION Domestication Dissolution/Withdrawal Other Merger (chimid and in kiek Annual Report Foreign Fictitious Name Limited Pattnership Name Reservation Reinslalement Trademark Other

Examiner's Initials

7 K. Rolfe JAN 2 0 1998

CR2E031(1/95)

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

III-K STUDIO, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act."

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issued is 500. Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least Five Hundred Dollars (\$500.00).

Five Hundred shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

126 Mendoza Avenue, Suite 1A
Coral Gables, Florida 33134

The initial Register Agent at such address is:

Jose M. Silva

ARTICLE VIII

The number of Directors constituting the initial Board of Director of
the corporation is one (1). The name and address of this person(s) who are
to serve as members of the initial Board of Directors are:

Jose M. Silva

126 Mendoza Avenue

100%

Coral Gables, Florida 33134

ARTICLE IX

The names and addresses of each Incorporator of these Articles of In corporation is/are as follows:

Jose M. Silva

126 Mendoza Avenue, Suite 1A Coral Gables, Florida 33134

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Dade County, Florida this 15th day of January, 1998.

Jose M. Silva (SEAL)

STATE OF FLORIDA

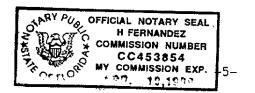
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Jose M. Silva, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 15th day of January, 1998.

Notary Public

My commission expires:



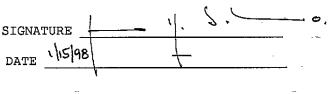
Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

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

First that III-K Studio, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 126 Mendoza Avenue, Suite 1A, Coral Gables, Florida 33134, has named Jose M. Silva at 126 Mendoza Avenue, Suite 1A, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

SIGNATU	RE		4.	7	
TITLE	Pices	DENT	+		
DATE	1/15/9	8			

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.



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SECRETARY OF STATE
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