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LAZARUS CORPORATE FILING SE (Requestor's Name) 3320 S.W. 87th AVENUE (Address) MIAMI, FLORIDA (305)552- (City, State, Zip) (Phon LOCAL REPRESENTATIVE TALLAH	5973 10 #)	2000 -(* OFFICE USE ONLY	025799923)7/06/9801024020 ****122.50 ****122.50
CORPORATION NAME(S) & I 1. <u>MEDIA DIS</u> (Corporation Name) 2. (Corporation Name) 3. (Corporation Name) 4. (Corporation Name) 4. (Corporation Name) 4. (Corporation Name)	RIBUITO	BER(S) (if known): <u>RSCORP</u> . (Document #) (Document #) (Document #) (Document #) <u>(Document #)</u> <u>(Document #)</u>	TATE ANASSEE
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ARTICLES OF INCORPORATION

of

MEDIA DISTRIBUTORS CORP.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME The name of the corporation is: MEDIA DISTRIBUTORS CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue <u>One Hundred</u> shares (100) of <u>One Dollar</u> Dollar(s) (\$ <u>1.00</u>) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is: (Principal Address)

NAME	Felix C Garcia	-
ADDRESS	10750 S W 24th St.	
CITY	Miami FLORIDA	zip 33165

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have $\underline{\mathbb{T}}_{WO}$ $(\underline{2}_{WO})$ directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and / addresses of the initial director(s) of the corporation are as follows:

NAME	Martin Nicol	las Cevall	Los Guex	President	Vice Pres
ADDRESS	11200 SW 8t	n St # 11	0	Treasurer	
СІТҮ	MiaMi	STATE	F1 33174	ZIP	<u></u>
NAME	Felix C Gard	cia		Secretary	···-
ADDRESS	10750 S W 24	4th Stree	<u>t</u>		
CITY	Miami	STATE	F1	ZIP	33165
NAME	· ·				
ADDRESS		-		<u></u>	
CITY		STATE		ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

	Martin Nico	olas Cevallo	s Guex	۱ ۱	
NAME					,
ADDRESS	<u>11200 SW 8t</u>	<u>h St. # 110</u>			0.017(
CITY	<u>Miami</u>	STATE	F1	ZIP	33174
NAME	Felix C Gai				
ADDRESS	10750 S_W :	<u>24th Street</u>			
СІТҮ	Miami	STATE	F1	ZIP	33165
NAME					
ADDRESS		STATE		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this <u>lst</u> day of <u>July</u>, 19<u>98</u>.

(Seal) Guex Pres. eval1 (Seal) Secretary Garci С Fe ĺχ (Seal)

STATE OF FLORIDA) SS COUNTY OF Dade _____)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Martin Nicolas Cevallos Guex

Felix C Garcia

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that <u>thev</u> executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this <u>1st</u> day of <u>Julv</u>, <u>1998</u>.</u>

	A Guldonige)
(Notary Seal)	(Notary Public, State of Florida at Large) My Commission applies:
OFT. CIAL NOTARY SEAL HECTOR R VINAJERAS	My Commission provinces
NOTARY PUBLIC STATE OF FLORIDA	
COMMISSION EXP. MAR. 24,2000	

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MEDIA DISTRIBUITORS CORP

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at	10750 S W 24th Street	
	<u>Miami F1 33165</u>	<u> </u>
has named	Felix C Garcia	

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

PAGE 3

gistered agent) Felix C Garcia

CERTIFICATE & ACKNOWLEDGEMENT REGISTERED AGENT