

*Roman 5/18/02*

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. NEW INVENTIONS CORPORATION  
(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

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

RECEIVED  
00 MAY 22 AM 10:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED

3000003261389--6  
-05/22/00--01024--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
NEW INVENTIONS CORPORATION

FILED  
00 MAY 22 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME:

The name of this corporation is:

NEW INVENTIONS CORPORATION

ARTICLE II

PURPOSE:

The purpose of the corporation is the commercialization of marketing of new inventions and/or new technologies; besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000.00 shares of common stock of \$ 0.01 par value each.

ARTICLE IV

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

## ARTICLE V

### RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

## ARTICLE VI

### A. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office, and mailing address of the Corporation is:

11338 S.W. 71 Street, Miami, Florida 33172

### B. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is: 780 N.W. LeJeune Road, Suite 423, Miami, Florida 33126, and ROLANDO A. AMADOR, ESQ., initial registered agent at that address.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the

Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

## ARTICLE VIII

### INCORPORATORS

The name and address of the person signing these articles is:

Name street Address:

Marco A. Guim

11338 S.W. 71 Street  
Miami, Florida 33172

## ARTICLE IX

### OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions. Until the organizational meeting of the corporation, Marco A. Guim shall be President, Secretary and Treasurer of the corporation.

## ARTICLE X

### BY-LAWS AND NOTICES

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

## ARTICLE XI

### PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock.

If any party refuses to appoint an attorney or certified public accountant, any of the party may petition the Dade County Bar Association and/or the Dade County CPA Association to nominate, in the stead of the non-nominating party, attorney(s) or certified public accountant(s), and the attorneys or certified public accountant so

nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

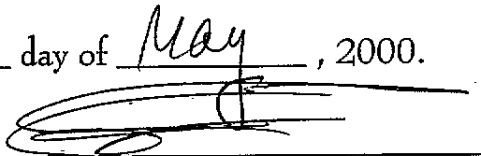
The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

#### ARTICLE XII

#### DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 17 day of May, 2000.

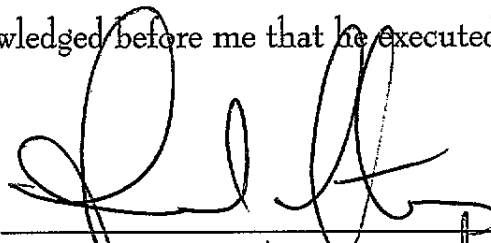


MARCO A. GUIM

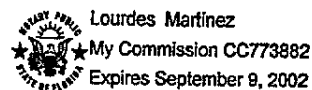
State of Florida                    )  
  ) SS  
County of Miami-Dade        )

BEFORE ME, the undersigned authority, personally appeared Marco A. Guim, who is personally known to me, and who is the person who executed the foregoing

Articles of Incorporation and he acknowledged before me that he executed same, this 17<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name: Lourdes Martinez

My commission expires:



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, 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.

  
\_\_\_\_\_  
ROLANDO A. AMADOR  
REGISTERED AGENT

**FILED**  
00 MAY 22 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA