

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

LYRA INT'L INC(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800004519628--6

-08/06/01--01107--013

*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee☐ \$78.75
Filing Fee
& Certificate of Status☐ \$78.75
Filing Fee
& Certified Copy☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Solomon McKonnen

Name (Printed or typed)

P.O. Box 2504

Address

Tarpon Springs, FL 34688

City, State & Zip

727-938-6692

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG -6 PM 5:00

FILED

NOTE: Please provide the original and one copy of the articles.

201-18964
PS 8/17/01

August 17, 2001

To The Division of Corporations filing department

Att. Pam Smith

I hereby affirm that I do not have any intentions whatsoever to revoke the Articles of Dissolution for Lyra International Inc. I release the name and all Fictitious names thereunder to the new entity.

Thank you for your cooperation.

Best regards

Solomon Mekonnen.



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ARTICLES OF INCORPORATION
OF
Lyra International Inc.

01 AUG -6 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I-

The name of the corporation is Lyra International Inc., herein below referred to as the Corporation.

ARTICLE II-

The general nature of the business to be transacted by the Corporation named in Article I above shall be sales, marketing, and manufacturing or production beneficial to carry out its business.

And, as principal, agent or otherwise:

To buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use, and dispose off office buildings, land, water rights, factories, shops, sales or showroom, apparatus, materials, supplies, and property, both real and personal, wheresoever situated, and to exercise such rights and privileges as may be requisite to carry out any or all of the foregoing purposes;

To construct, equip, lease, rent, hire and manage buildings and structures of every kind and description;

To buy, sell, deal in and supply goods, wares, merchandise and services of every class and description to the extent now or hereafter permitted by law;

To buy, own, hold, improve, lease, sell, encumber, convey and execute mortgages, and encumber its property, both real, personal, and otherwise;

To buy, own, hold, lease, assign, sell, transfer, encumber, exchange and otherwise generally to deal in personal property of every nature and kind whatsoever;

To buy, sell and act as agent or broker in the purchase and sale of real estate and personal property of every kind and character;

To own and operate wholesale and retail establishments engaged in the purchase and sale of products, commodities, and general merchandise of every kind and character;

To purchase and acquire for owning and/or selling any other business or businesses, or their assets in full or in part, or any interest therein, and to pay for the same in cash or in shares or debentures of the Corporation, or partly in one of such modes and partly in the other or others;

To borrow or raise money by the issuance of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Corporation or by mortgage or in such manner as the Board of Directors may deem proper;

To enter into working arrangements of any and all kinds, whether by contract, or otherwise, which such other natural or legal persons, company[s], or corporations as the Board of Directors may deem convenient or beneficial to the Corporation;

To grant to or withhold from other natural or legal persons, firms, or corporations the right or privilege to carry on any kind of business not prohibited by law, on the premises of the Corporation, on such terms as the Corporation shall deem expedient or proper;

To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any persons or company[s] to engage in any lawful business;

To enter into partnership or into any concessions, or cooperate with any natural or legal person or company carrying on or about to carry on, or any lawful business transaction deemed directly or indirectly profitable to the Corporation;

To buy, own, hold, sell, encumber, assign or transfer, and generally to deal with commercial paper of any and all kinds, and to do all things necessary in connection thereto;

To invest the moneys of the Corporation not immediately required for conducting its business or in such manner as the Board of Directors may deem proper;

To do any, all, and every thing else which in the opinion of the Board of Directors is necessary, convenient or beneficial to the Corporation.

It, being the intention of the Corporation that the objects and purposes specified, shall be in no wise limited or restricted by the reference to or inference from the terms of any other clause of these Articles of Incorporation, and shall be construed as independent objects, and as in furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida upon corporations for profit.

ARTICLE III-

The total number of shares of the authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock with a par value of \$1.00 per share. All such stock shall be non-assessable, issued at and for such consideration, whether the same be cash, services rendered or otherwise, and upon such terms and conditions as may be fixed by the Board of Directors of the Corporation.

The Board of Directors of the Corporation May, in its discretion, declare and pay dividends to the holders of Common Stock out of the earnings of the Corporation, after making such provision, if any, as the Board of Directors may deem necessary after earmarking sufficient funds for working capital and for additional improvements to its property, and for general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times, as shall be fixed by the Board of Directors in its discretion.

The holders of the common stock of the Corporation shall have one vote for each share of such stock they own, for the election of Directors and for all other purposes. No holder of common stock of the Corporation, or any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized or whether issued for cash, property, or by way of dividends, and all such rights are waived by a share holder of the common stock, and of any other class of stock which may hereafter be created, but any such unissued stock or such authorized issue or new stock for any class or of any securities convertible into stock may be issued and disposed off, pursuant to a resolution of the Board of Directors of the Corporation to such other persons, firms, corporations, or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion.

ARTICLE IV-

The amount of Capital with which the Corporation shall begin shall not be less than Five Hundred Dollars and No Cents (\$500.00).

ARTICLE V-

The Corporation shall have perpetual existence unless earlier terminated by due and proper legal procedure.

ARTICLE VI-

The address of the initial registered office of the Corporation shall be 1314 Riverside Drive Tarpon Springs, FL 34689, and the principle mailing address for the business shall be: P.O. Box 2504 Tarpon Springs, FL 34688 and its initial registered agent at such address shall be Solomon Mekonnen.

ARTICLE VII-

The affairs of the Corporation shall be conducted by a Board of Directors of not less than one (1) nor more than three (3) Directors, as may be determined from time to time by the holders of the Common Stock of the Corporation. It is not necessary that a Director be a stockholder In the Corporation.

ARTICLE VIII-

The names and street addresses of the subscribers, incorporators, and first members of the Board of Directors of the Corporation, who shall hold office for the first year of the corporation, or until their successors are elected and qualified as provided, unless otherwise provided by the bylaws, are:

Solomon Mekonnen 1314 Riverside Drive Tarpon Springs, FL 34689, And,
Taddelech Nigussie 1314 Riverside Drive Tarpon Springs, FL 34689,
sole incorporators and directors.

ARTICLE IX-

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of its directors has or have interest in, or is or are a director or directors or officer or officers of such other corporation; and, no contract or other transaction between the Corporation and any other natural or legal person or firm shall be affected or invalidated by the fact that any one or more directors of the Corporation is a party to, or are parties to, or interested in such contract or transactions, provided that in each case the nature and extent of the interest of such director or directors in such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other Corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X-

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such persons may be entitled.

ARTICLE XI-

The original incorporators of the Corporation shall have the right upon the organization of the Corporation to assign and deliver their subscription for stock, individually or collectively, and, upon such assignment, such assignees shall stand in lieu of the original incorporator[s], and shall assume and carry out all rights, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment. It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the directors as are present at any regular or special meeting of the Board of Directors. The Corporation may, in its by-laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute. The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles in the manner, now or hereafter prescribed by State statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of the month of April, 2001.

Solomon Mekonnen SM President

Taddelech Nigussie TN General Manager

Sharon Wilkowski



Now, therefore, desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at 1314 Riverside Drive, Tarpon Springs, Fl. 34689. Lyra International, Inc., has names Solomon Mekonnen as its Registered Agent and Resident Agent.

All correspondence with Lyra International, Inc., shall be received at P.O. Box 2504, Tarpon Springs, Fl. 34688.

Having been named Registered Agent for the above stated Corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

SM
Solomon Mekonnen, Registered Agent

Sharon Wilkowski



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TALLAHASSEE, FLORIDA