

**PD5000017217**

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From: Account Name : HEICO CORPORATION  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Lumina Power, Inc.**

Certificate of Status	0
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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 2, 2005

HEICO CORPORATION

SUBJECT: LUMINA POWER, INC.  
REF: W05000005353

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved nonprofit corporation. The name of a voluntarily dissolved nonprofit Florida corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution.

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Cynthia Blalock  
Document Specialist  
New Filings SectionFAX Aud. #: H05000027207  
Letter Number: 605A00007403

*Please see attached Affidavit  
thank you.*

*Vivian Machado  
HEICO Corp.*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**AFFIDAVIT**STATE OF Florida )  
COUNTY OF Miami-Dade )ss:

BEFORE ME, the undersigned, Mary Carroll (the "Affiant"), as Authorized Representative of Lumina Power, LLC, a Florida limited liability (the "Company") personally appeared, on behalf of the Company, and being by me duly sworn, on oath deposes and says:

- (1) That on September 29, 2004 the Company filed its Articles of Organization with the Florida Department of State.
- (2) That the Company filed its Articles of Dissolution (the "Articles of Dissolution") with the Florida Department of State on February 1, 2005, authorizing the voluntarily dissolution and liquidation of the Company, and it does not intend to revoke the same.
- (3) That upon the Company's filing of its Articles of Dissolution, this Affidavit authorizes LUMINA POWER, INC., a Florida corporation, to use the name name of the Company.

**FURTHER AFFIANT SAYETH NOT.****LUMINA POWER, LLC**By: [Signature]  
Print Name: Mary V. Carroll  
Title: Authorized Person

The foregoing instrument was acknowledged before me this 2nd day of February, 2005, by Mary Carroll, as authorized representative of Lumina Power, LLC, a Florida LLC, who is personally known to me or who has produced a driver's license or as identification.

[Signature]  
Print Name: Angelica M. Chirry  
Notary Public  
My Commission Expires: \_\_\_\_\_



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ARTICLES OF INCORPORATION  
OF

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Lumina Power, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Lumina Power, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

c/o HEICO CORPORATION  
3000 Taft Street  
Hollywood, Florida 33021

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having no par value per share.

All shares issued shall be fully paid and nonassessable.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of the Corporation in the State of Florida shall be:

VICTOR H. MENDELSON, ESQ.  
3000 Taft Street  
Hollywood, Florida 33021

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

Victor H. Mendelson  
3000 Taft Street  
Hollywood, Florida 33021

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

VICTOR H. MENDELSON, ESQ.  
3000 Taft Street  
Hollywood, Florida 33021

**ARTICLE X. CONFLICT OF INTEREST**

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No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLES XII. INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 1st day of February, 2005

By:   
Victor H. Mendelson

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE        )

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BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 1st day of February, 2005.

  
Notary Public, State of Florida

My Commission Expires:



Vivian Machado  
My Commission DD311622  
Expires April 28, 2008

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That Lumina Power, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office at c/o HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021, appoints Victor H. Mendelson, 3000 Taft Street, Hollywood, Florida 33131, as its 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 agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.



Victor H. Mendelson