

P95000001164

JAN-04-1995 13:33 FROM EMPIRE

TO

19049224008

P.18

S

12:53 AM

PUBLIC ACCESS SYSTEM

((H95000000101))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

301-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

((H95000000101))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIVERSAL ELECTRONICS CONNECTION, INC.

FAX AUDIT NUMBER: H95000000101

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1995

TIME REQUESTED: 12:53:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000101))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:08:

M. BRIM JAN 5 1995

Out 10
inc's add
645-2137

FILED
JAN 5 1995
TALLAHASSEE

DIVISION OF CORPORATIONS

95 JAN -4 PM 2:15

RECEIVED

January 5, 1995

EMPIRE

SUBJECT: UNIVERSAL ELECTRONICS CONNECTION, INC.
REF: W95000000213

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE LIST THE INCORPORATOR'S ADDRESS IN ARTICLE 10.

Do you like this letter? Y/N

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Martha Brim
Corporate Specialist

FAX Aud. #: H95000000101
Letter Number: 225A000000544

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

Do you like this letter? Y/N

H95000000101

(5)

95 JAN-5 PM 2:15

FILED

**ARTICLES OF INCORPORATION
OF
UNIVERSAL ELECTRONICS CONNECTION, INC.**

ARTICLE I - NAME

The name of this Corporation is UNIVERSAL ELECTRONICS CONNECTION, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of being a subsidiary or filial of Electronica Almart, C.A., a corporation organized and existing under the laws of the Republic of Venezuela which corporation will own at least fifty-five percent 55% of the outstanding stock of the presently created corporation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is RAUL R. DELGADO DE ARMAS, ESQUIRE, and the street address of the initial registered office of this Corporation is 2100 Ponce de Leon Boulevard, Suite 1100, Coral Gables, Florida 33134.

These Articles were Prepared By:

Raul R. Delgado de Armas, Esquire
Raul R. Delgado de Armas & Associates, P.A.
2100 Ponce de Leon Blvd., #1100
Coral Gables, Florida 33134
(305) 446-0076

H95000000101

H95000000101

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (X) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:	ADDRESSES:
Alvaro E. Diaz	8105 N.W. 29th Street Miami, Florida 33122
Miguel V. Corales	8105 N.W. 29th Street Miami, Florida 33122

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is RAUL R. DELGADO DE ARMAS, ESQUIRE. 2100 PONCE DE LEON BLVD. #1100, CORAL GABLES, FL 33134

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 8105 N.W. 29th Street, Miami, Florida 33122, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

H95000000101

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4 day of January, 1995.


RAUL R. DELGADO DE ARMAS, ESQUIRE

STATE OF FLORIDA)
ss.
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared RAUL R. DELGADO DE ARMAS, ESQUIRE, known to me and personally known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of UNIVERSAL ELECTRONICS CONNECTION, INC., and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4 day of January, 1995.


NOTARY PUBLIC

Print Name: Mabel M. Martinez

My commission expires on:

OFFICIAL NOTARY SEAL
MABEL M MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC417288
MY COMMISSION EX. OCT. 30, 1995

CERTIFICATE DESIGNATING PLACE OF RESIDENCE OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that UNIVERSAL ELECTRONICS CONNECTION, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named RAUL R. DELGADO DE ARMAS, ESQUIRE, located at 2100 Ponce de Leon Boulevard, Coral Gables 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative

H95000000101

H95000000101

JAN-04-1995 13:35 FROM EMPIRE

TO

19049224000 P.22

to the proper and complete discharge of his duties, i.e., Section
607.325 P.S.

Dated this 4 day of January, 1995


RAUL R. DELGADO-DE ARMAS, ESQUIRE

H95000000101

H95000000101

FILED
95 JAN -5 PM 2:46
FBI - ALBUQUERQUE

P95000001164

VARGAS, PIEDRA & CO.
CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS
AMERICAN AND FLORIDA
INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

SUITE 516
LE JEUNE CENTRE
780 N.W. LE JEUNE ROAD
MIAMI, FLORIDA 33126
TELEPHONE
(305) 443-7122

January 12, 1995

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001397976
-02/06/95--01028--003
*****87.52 *****87.52

RE: Universal Electronics Connection, Inc.

Gentlemen:

Enclosed is the Articles of Amendment of the Articles of Incorporation of Universal Electronics Connection, Inc., and a check for \$87.52, \$35.00 to cover the filing fees and \$52.52 for certified copy of the Articles of Amendment. Please mail it to Vargas, Piedra & Co., 780 N.W. Le Jeune Road, Suite 516, Miami, Florida 33126.

Thanking you in advance for your prompt response to this matter and if you have any further questions, please do not hesitate to give us a call.

Very truly yours,

Aurelio A. Piedra, III, CPA

Name Change
NFT 2-7-94

AAP/ml

FILED
95 FEB -3 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 FEB -3 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
UNIVERSAL ELECTRONICS CONNECTION, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is **UNIVERSAL ELECTRONICS CONNECTION, INC.**
2. The following amendments to the Articles of Incorporation was adopted by the shareholders of the corporation on January 12, 1995 in the manner prescribed by the Florida Statutes:
3. The number of shares voted in favor of such amendment was 1000, and the number of shares voted against such amendment was 0.

ARTICLES I - NAME

The name of this corporation shall be change to **UNIVERSAL CONNECTION ELECTRONICS, INC.**

DATED: JANUARY 12, 1995

UNIVERSAL ELECTRONICS
CONNECTION, INC.
A FLORIDA CORPORATION

BY:


PRESIDENT

M.C.

ATTEST:


SECRETARY