

# P95000016005

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6735

OFFICE USE ONLY

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 FEB 27 PM 1:26

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

1. R.Y.S. Electronics 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

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☐ 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

Examiner's Initials

2-27  
KON

95 FEB 27 PM 1:26

ARTICLES OF INCORPORATION

OF

R.Y.S. ELECTRONICS, CORPORATION

ARTICLE I - NAME

The name of this corporation is:

R.Y.S. ELECTRONICS, CORPORATION

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on February 27, 1995.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

This corporation is also organized for the purpose of being a subsidiary or filial of REPUESTOS Y SONIDO LIMITADA, a corporation organized and existing under the laws of the Republic of Colombia, which will own at least fifty-one (51%) per cent of the outstanding stock of the presently created corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued up to ONE HUNDRED THOUSAND (100,000) shares of common stock with a par value of ONE and NO/100 (\$1.00) Dollar each.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

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

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the initial registered office of this corporation is 9835 Costa del Sol Boulevard, Miami, Florida 33178 and the name of the initial registered agent of this corporation

at that address is SILVERIO RODRIGUEZ

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS ARIURO MANRIQUE, President/Secretary	9835 Costa del Sol Blvd. Miami, Fl.
SILVERIO RODRIGUEZ, Treasurer	9835 Costa del Sol Blvd. Miami, Fl.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, at a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim

or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS ARTURO MANRIQUE	9835 Costa del Sol Boulevard, Miami, Florida.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

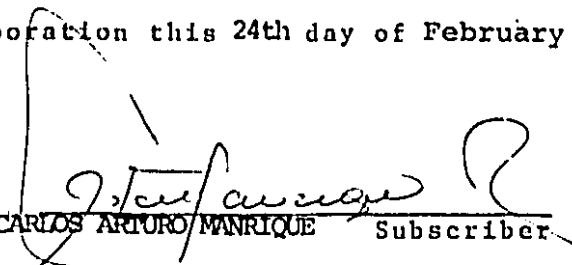
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of February 1995.

  
CARLOS ARTURO MANRIQUE Subscriber

Subscriber

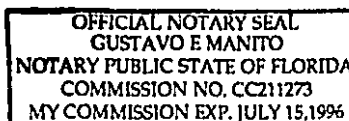
STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

before me, a Notary Public authorized to take acknowledgments in the state and country set forth above, personally appeared CARLOS ARTURO MANRIQUE, who has produced his passport as identification, and who did take an oath, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this 24th day of February , 19 95.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires:



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: R.Y.S. ELECTRONICS, CORPORATION

2. The name and address of the registered agent and office is:

SILVERIO RODRIGUEZ

(NAME)

9835 Costa del Sol Boulevard

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida. 33178

(CITY/STATE/ZIP)

SIGNATURE

(Corporate officer)

CARLOS ARTURO MANRIQUE

TITLE President

DATE February 24, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

SILVERIO RODRIGUEZ

DATE February 24, 1995

REGISTERED AGENT FILING FEE: \$35.00



P95000016005

Gustavo E. Manito

ATTORNEY AT LAW

525 N.W. 27th AVENUE  
SUITE 201  
MIAMI, FLORIDA 33125  
(305) 643-1134

July 17, 1995.

Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida. 32314

Re: Amendment to Articles of Incorporation  
From: R.Y.S. Electronics, Corporation  
To :

Gentlemen:

Enclosed find a check in the amount of \$35.00 payable to the  
Secretary of State, representing the filing fees of the also  
enclosed Articles of Amendment to Articles of Incorporation  
of R.Y.S. Electronics, Corporation.

Please record the Amendment of Articles of Incorporation and  
sent to this office a Certificate of Status of Universal  
Electronics, Inc.

Also find a check in the amount of \$8.75 representing the  
fees for the certificate of status.

Sincerely,

  
Gustavo E. Manito

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-07/19/95--01048--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

800001541348  
-07/19/95--01048--017  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Name change  
LFJ 7-31-95  
P95000016005  
N. Cherry  
7-19-95  
J. Cherry

FILED  
1995 JUL 31 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED

1995 JUL 31 PM 6:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 25, 1995

GUSTAVO E. MANITO  
525 N.W. 27TH AVENUE  
SUITE 201  
MIAMI, FL 33125

SUBJECT: R.Y.S. ELECTRONICS, CORPORATION  
Ref. Number: P95000016005

We have received your document for R.Y.S. ELECTRONICS, CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 295A00035352

*Conflict with  
562109*

**Gustavo E. Manito**

ATTORNEY AT LAW

525 N.W. 27th AVENUE  
SUITE 201  
MIAMI, FLORIDA 33125  
(305) 643-1134

July 29, 1995

Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida. 32314

Re: Amendment to Articles of Incorporation  
From: R. Y. S. Electronics, Corporation  
To : Oriente Electronics, Inc.

Gentlemen:

Enclosed find a copy of your letter Number: 295A00035352, dated July 25, 1995, together with Articles of Amendment to Articles of Incorporation of R.Y.S. Electronics, Corporation.

Please record the Amendment of the Articles of Incorporation and send to this office a Certificate of Status of Oriente Electronics, Inc.

Sincerely,

  
Gustavo E. Manito

enclosures

FILED  
1995 JUL 31 PM 6:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
95 JUL 31 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1995 JUL 31 PM 6:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
R. Y. S. ELECTRONICS, CORPORATION

1. ARTICLE I of the Articles of Incorporation of R. Y. S. ELECTRONICS, CORPORATION is amended to read as follows:

ARTICLE I

The name of this corporation is: ORIENTE ELECTRONICS, INC.

2. The foregoing amendment was adopted by the shareholders of this corporation on July 17, 1995.

IN WITNESS WHEREOF the undersigned President/Secretary of this corporation have executed these Articles of Amendment on July 17, 1995.

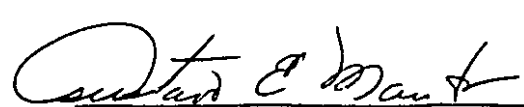
  
CARLOS ARTURO MANRIQUE  
President/Secretary

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CARLOS ARTURO MANRIQUE, known to me to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, he acknowledge before me that he subscribed these Articles of Amendment to Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA.

OFFICIAL NOTARY SEAL  
GUSTAVO E. MANITO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC211273  
MY COMMISSION EXP. JULY 15, 1996