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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

RECEIVED
U.S. DEPT. OF COMMERCE
95 MAR -8 PM 3:41

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

1. MEDLEY MICRO INC. 700001427257
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

700001427257
+05-10-95-01125-023
****122.50 ****122.50

- ☒ 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

W95.5020
634

3-7

KAT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1995

LAZARUS CORPORATE INDUSTRIES, INC.
890 S.W. 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: MEDLEY MICRO, INC.
Ref. Number: W95000005020

We have received your document for MEDLEY MICRO, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 995A00010153

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -8 PM 3:41

ARTICLES OF INCORPORATION

OF

MEDLEY MICRO, INC.

ARTICLE I-NAME

The name of this corporation is MEDLEY MICRO, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value common stock.

ARTICLE V- RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of

record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 9756 N.W. 49 Terrace, Miami, Florida 33178.

The name of the initial registered agent of this corporation at that address is: PABLO LUIS SUAREZ.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than Two. The names and addresses of the initial directors of this corporation are:

<u>FRANK ALVARADO, President</u>	<u>550 S.W. 115 Avenue, D-9</u>
	<u>Miami, Florida 33174</u>
<u>PABLO LUIS SUAREZ, Vice</u>	<u>9756 N.W. 49 Terrace</u>
<u>President, Secretary</u>	<u>Miami, Florida 33178</u>

ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>FRANK ALVARADO</u>	<u>550 S.W. 115 Avenue, D-9</u>
	<u>Miami, Florida 33174</u>
<u>PABLO LUIS SUAREZ</u>	<u>9756 N.W. 49 Terrace</u>
	<u>Miami, Florida 33178</u>

ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the share holders.

ARTICLE XI-RESTRICTIONS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<u>FRANK ALVARADO</u>	<u>50%</u>	<u>SHARES</u>
<u>PABLO LUIS SUAREZ</u>	<u>50%</u>	<u>SHARES</u>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation this 6th day of March, 1995.

Frank Alvarado
FRANK ALVARADO

Pablo Luis Suarez
PABLO LUIS SUAREZ

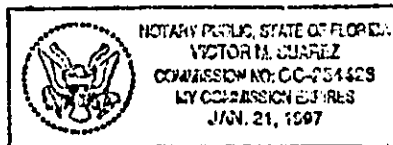
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the States
aforesaid and in the County aforesaid, to take acknowledgments,
personally appeared FRANK ALVARADO and PABLO LUIS SUAREZ.
to me known to be the persons described in and who executed the
same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State
last aforesaid on this 6th day of March, 1995.

Victoria M. Suarez
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



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

Pursuant to the provision of section 607.0501 or 617.0501, 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: MEDLEY MICRO, INC.
- 2) The name and address of the registered agent and office is:

PABLO LUIS SUAREZ
9756 N.W. 49 Terrace
Miami, Florida 33178

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.

PABLO LUIS SUAREZ

STATE OF FLORIDA) SS
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of March, 1995, by PABLO LUIS SUÁREZ of Miami, Florida.

NOTARY PUBLIC,
STATE OF FLORIDA

MY COMMISSION EXPIRES:

