

8
A95000019764

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-72-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000002757)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MAYOR ELECTRONICS WHOLESALER, INC.
FAX AUDIT NUMBER: H95000002757
DATE REQUESTED: 03/09/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:54:50
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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.

(((H95000002757)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:19:2

[Handwritten signature]
3/10

*R.A. Stormont as per SLS
Completed R.A. 1/26/94*

FILED
95 MAR 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MAYOR ELECTRONICS WHOLESALER, INC.
REF: W95000005338

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

The person designated as registered agent in the document and the person signing as registered agent must be the same.

PLEASE NOTE: R.A. CERTIFICATE STATES: DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION HAS NAMED, ???????. NAME OF R.A. SHOULD BE LISTED HERE.

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) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000002757
Letter Number: 295A00010783

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

ד
ה
ה
ו

ARTICLES OF INCORPORATION
OF
MAJOR ELECTRONICS WHOLESALE, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MAYOR ELECTRONICS
WHOLESALE, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE XII

The principal place of business and mailing address of this corporation shall be: 20801 Biscayne Blvd., Suite 104, Aventura, FL 33180.

ARTICLE XV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
(2) Said corporation shall further have powers:

HARVEY D. FRIEDMAN
(305) 448-8585
3636 W. FLAGLER ST.
MIAMI, FL 33135
~~50~~ FBN. 114862

H 9500000 2757

H 9500000 2757

To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 5607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state;

LSUE000005644

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Victor Furrer, 2742 Biscayne Blvd., Miami, FL 33137.

LSUE000000544

H 9500000 2757

ARTICLE VII

The initial board of Directors shall consist of a total of two person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Victor Furrer
2742 Biscayne Blvd.
Miami, FL 33137

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation are:

Victor Furrer
2742 Biscayne Blvd.
Miami, FL 33137

The undersigned has executed these Articles of Incorporation this ninth day of march, of 1995.



Victor Furrer
president

H 9500000 2757

LSL000005bH

**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.

First that: MAJOR ELECTRONICS WHOLESALE, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named, Victor Furrer, located at Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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



VICTOR FURRER

FILED
95 MAY 10 PM 1:59
TALLAHASSEE, FLORIDA

Prepared by: Harvey D. Friedman 448-8585
3636 W. Flagler Street
Miami, Florida 33135
Florida Bar 114862

LSL000005bH

P95000019764

MARCH 13, 1995

SECRETARY OF STATE

PLEASE CORRECT THE MAILING ADDRESS OF MAYOR ELECTRONICS WHOLESALER,
INC. TO:

MAYOR ELECTRONICS WHOLESALER, INC.
2742 BISCAYNE BLVD.
MIAMI, FL 33137

IF POSSIBLE SEND US ACKNOWLEDGEMENT OF CHANGE MADE SO THAT WE WILL
KNOW ALL CORRESPONDENCE WILL BE PROPERLY MAILED.

THANK YOU.

FILED
95 MAR 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA