

P95000040137

Neolux, Inc  
10779 Satellite Boulevard  
Orlando, FL 32837  
PH: (407) 857-8770  
FX: (407) 857-8771

5/16/95

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
MAY 19 1995  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

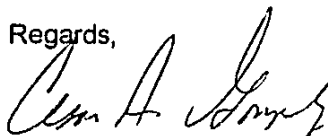
Dear State Representative,

Please find enclosed one original and one copy of the Articles of Incorporation of Neolux, Inc. These are being submitted for the initiation of this new corporation.

Enclosed is \$70.00 as payment for the filing of the Articles of Incorporation and registered agent application fees.

If there are any further questions, feel free to call at the phone number listed above.

Regards,



Cesar Gonzalez  
V. President

000001495090  
-05/19/95--01104--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

5/1/22

# ARTICLES OF INCORPORATION

OF

NEOLUX, INC.

The undersigned original subscriber(s) to the original Articles of Incorporation of NEOLUX, INC., natural persons competent to contract, hereby file these Articles of Incorporation of NEOLUX, INC., a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Florida corporation.

## ARTICLE I - NAME

The name of this corporation shall be:

NEOLUX, INC.

## ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity permitted under the laws of the United States or of this State including, but not limited to, the following:

1. To engage in all activities involved in and related to the ownership, performance and management of a import and exporting business as allowed under the laws of the State of Florida encompassing design, development, licensing, manufacturing, marketing, sales, advertising, promotion, and all other related or derivative businesses thereto.

2. To invest its funds in real estate, mortgages, stocks, bonds and other types of investments permitted under Chapter 607, Florida Statutes.

3. To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, or deal in real and personal property and services of every kind, class and description, to the general public, and/or to suppliers of parts, builders, or contractors/developers, as needed, the management, purchase, and/or leasing of facilities, including the purchasing and/or selling of any and all related instrumentalities, products, or services in order to secure a profit to the Stockholders, both present and future, of the corporation; and to:

a) Purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing, and any other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choices in action, including the power to exercise all the rights and privileges of owner or owners

thereof; and

b) To borrow or raise money for any purposes of the corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature and in any manner for monies so borrowed without limit as to amount, and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights either at the time owned or thereafter acquired, or in any other manner; and

c) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature or description, real personal and mixed, or any right or interest therein, without limit as to amount, within or without of the State of Incorporation.

d) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state, or government, colony or dependence or agency thereof; and

e) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized; and

f) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

g) The objects and purposes specified in the foregoing clauses of Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes.

### ARTICLE III - CAPITAL STOCK

Said corporation shall be authorized to issue stock in an initial amount of 1,000 shares of \$1.00 par value, fully paid and non-assessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors. The division and issuance of stock shares shall be made at the initial Board Meeting of the corporation.

### ARTICLE IV - OPENING CAPITAL

The amount of capital with which this corporation shall begin corporate business, as of the date of this incorporation shall be ONE THOUSAND DOLLARS AND NO CENTS (\$1,000.00).

### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law, and is to begin as of the date of incorporation herein.

### ARTICLE VI - PRINCIPAL OFFICES

The initial street address of the principal office of this corporation is 10779 Satellite Boulevard, Orlando, in the State of Florida, 32837, with the privilege of having branch or other offices at any other places within the state as the Board of Directors shall, by appropriate action, hereafter from time to time determine.

### ARTICLE VII - BOARD OF DIRECTORS

1. The initial number of Directors of this corporation shall be three (3).
2. The numbers of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than ten (10).
3. The name and street address of the initial member(s) of the Board of Directors, each to hold office for the first year of existence of this corporation or until the successor is elected or appointed and have qualified, is:

#### NAME:

#### ADDRESS:

LUCIANO SALVATI

10779 Satellite Boulevard  
Orlando, Florida 32837

CESAR GONZALEZ

10779 Satellite Boulevard  
Orlando, Florida 32837

PANG-HONG FAN

Block C-9, 7/F., H.K Industrial Centre,  
489 Castle Peak Road  
Kowloon, Hong Kong

4. The initial member(s) of the Board of Directors of this corporation hereinabove named shall hold the Organizational Meeting of this corporation and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this corporation.

5. Any Director may be removed from office by a majority vote of Stockholders entitled to vote at any annual or special meeting thereof, for any cause deemed sufficient by such Stockholders.

6. In case one (1) or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the remaining Directors shall elect a successor, or successors, to serve for the unexpired term of the Director or Directors, the absence of which created such vacancy or vacancies. If more than one (1) vacancy occurs and there remains less than a quorum of the Board of Directors, the vacancies shall be filled by the stockholders at their next annual meeting or at such special meeting called for the purpose of filling such vacancies.

7. Meetings of the Board of Directors, or of an Executive Committee thereof, may be held by means of a telephone conference or other communication equipment, provided that each person participating in such meeting can, at all times, hear other person in such meeting.

#### ARTICLE VIII - SUBSCRIBER TO ARTICLES

The names and address of the persons initially subscribing to these Articles are:

<u>NAME:</u>	<u>ADDRESS:</u>
LUCIANO SALVATI	10779 Satellite Boulevard Orlando, Florida 32837
CESAR GONZALEZ	10779 Satellite Boulevard Orlando, Florida 32837
PANG-HONG FAN	Block C-9, 7/F., H.K Industrial Centre, 489 Castle Peak Road Kowloon, Hong Kong

#### ARTICLE IX - POWERS OF BOARD OF DIRECTORS

1. To make, adopt, alter, amend and repeal the By-Laws.
2. To set apart out of any of the funds of the corporation, available for dividends, a reserve or reserves for any proper purpose and to alter or abolish any such reserves; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.
3. To designate, by resolution passed by a majority of the whole Board, one (1) or more

committees, each to consist of two (2) or more Directors, which committees to the extent provided in such resolution, or in the By-Laws of the corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have the power to authorize and seal this corporation to be affixed to all papers which may require it.

4. From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them, other than the stock ledger, shall be open to the inspection of the Stockholders; and no Stockholder shall have any right to inspect any account, book, or documents of the corporation, except as conferred by law or authorized by resolution of the Directors, or of the Stockholders.

5. To sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration which may be, in whole or in part, shares of stock in, and/or securities of, any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at Stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

6. This corporation may, in its By-Laws, convey powers additional to the foregoing upon the Directors in addition to the powers and authorities expressly conferred upon them by law.

7. If the By-Laws so provide, the Stockholders and Directors shall have the power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Florida at such places as may, from time to time, be designated by the By-Laws or by resolution of the Directors.

#### ARTICLE X - REGISTERED AGENT

The Registered Agent for the corporation shall be:

LUCIANO SALVATI  
10779 Satellite Boulevard  
Orlando, Florida 32837

#### ARTICLE XI - SPECIAL PROVISIONS

1. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the

Directors of the corporation is or are interested in, or are Director or officer of Directors or officers of such other corporation, any director or Directors, individually or jointly may be party or parties to, or may be interested in any such contract, or transactions of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is party or are parties to, or has/have interests in such contract, act or transaction, or in any way connected with such person or person, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

2. The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice-Presidents, and an Assistant Secretary, and an Assistant Treasurer, and such other officers as the Board shall deem advisable, and such officer shall serve for such terms and have such duties as may be determined by the Board of Directors.

3. The time and place of the annual Stockholders meeting shall be fixed and provided for in the By-Laws and notices of same shall be given in one (1) of the methods provided by law. Any Stockholder may waive notice of the time, place, and purpose of any meeting either before, at, or after such meeting.

4. There may be a President of the corporation, one (1) or more Vice-Presidents, a Secretary, and a Treasurer, and such assistants as the Board of Directors may, by resolution, determine to be necessary. They shall be chosen by the Board of Directors and shall hold office, subject to the laws of the State of Florida, until their successors are elected and shall qualify. The number of Vice-Presidents shall be fixed from time to time by the Board of Directors which, subject to the By-Laws, shall prescribe the duties of each Vice-President. This company may also have such other officers, agents and attorneys-in-fact as may be deemed necessary and provided for by resolution of the Board of Directors and/or in the By-Laws. All officers, agents and factors shall be chosen in such manner, hold their office for such time, and shall have such powers and perform such duties as may be prescribed by the By-Laws or determined by the Directors. None

of the officers of the corporation need also be a member of the Board of Directors. The Board of Directors may, at any time, declare any office vacant or remove any officer and elect a successor thereto, and the Stockholders may, at any special meeting of the Stockholders called for that purpose, remove any Director without cause.

5. The Directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates therefore.

6. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office or being a Director of this corporation.

7. The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock, as set forth in Article VIII hereof, to any other person or to firms or corporations who may hereinafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities, and duties entailed by the said subscriptions, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

8. The Stockholders may, in their discretion, choose a Chairman of the Board of Directors at the annual meeting of the Stockholders of the corporation; or if the annual meeting of the Stockholders is not held, at any meeting of Stockholders thereafter called pursuant to the By-Laws of the corporation.

9. The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are granted subject to this reservation.

10. The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until its successors are elected and qualified shall be:

NAME AND ADDRESS:

TITLE:

LUCIANO SALVATI  
10779 Satellite Boulevard  
Orlando, Florida 32837

President/Treasurer

CESAR GONZALEZ  
10779 Satellite Boulevard  
Orlando, Florida 32837

Vice-President/Secretary



## ARTICLE XII - ENCUMBRANCE AND ALIENATION OF CORPORATE INTEREST

1. No person, nor their legal heirs and/or personal representative(s) (in the case of their estate), owning or holding any interest in the corporation, whether in stock or any other legal entity shall divest themselves of such interest, except by legal sale, assignation, gift, devise, bequest, trade, or other transfer to those person(s) already occupying an ownership position in the corporation at the time such alienation of corporate interest is effectuated, unless approved by unanimous Board action.

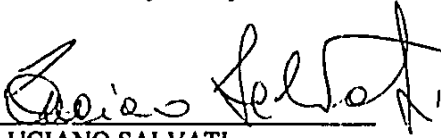
2. No Stockholders may in any way encumber the corporate interests which said Stockholder may hold without prior, authorized permission in writing, from the holders of a majority of corporate shares. Any encumbrance made without approval shall be deemed null and void by the corporation shall not become liable, nor subrogate itself as surety therefore.

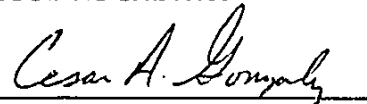
3. In the event of the occurrence of (1) herein, the purchase of said ownership interests shall be at the net book value, as unadjusted by depreciation at the time of such transaction.

## ARTICLE XIII - RIGHT TO AMEND

The 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 Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Notwithstanding the foregoing, however, Article III of the Articles of Incorporation may not be amended in such manner as to provide for more than one (1) class of capital stock of this corporation without the unanimous consent of all Stockholders entitled to vote on any such amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the Capital  
Stock hereinbefore named, has hereunto set their hands this 16th day of May, 1995.

  
LUCIANO SALVATI

  
CESAR GONZALEZ

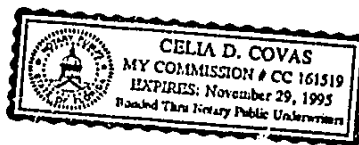
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take  
acknowledgments, personally appeared LUCIANO SALVATI and CESAR GONZALEZ, to me  
known to be the persons described in and who executed the foregoing instrument, and they  
acknowledged before me that they executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have set my hand and seal in the County and State last  
aforesaid, this 16th day of May, 1995.

  
NOTARY PUBLIC



My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Nov. 29, 1995.  
BOBBED TITLED NOTARY PUBLIC UNDERWRITER.

ACCEPTANCE BY REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That NEOLUX, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 10779 Satellite Boulevard, Orlando, Orange County, Florida 32837 has named LUCIANO SALVATI. Located at 10779 Satellite Boulevard, Orlando, Florida 32837, as its agent to accept services of process on behalf of the corporation, and its activities in the State of Florida.

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 I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.



LUCIANO SALVATI, Registered Agent

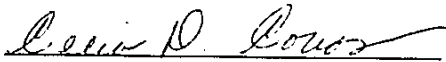
95 MAY 19 5 12 PM  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared LUCIANO SALVATI, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have set my hand and seal in the County and State last aforesaid, this 16th day of May, 1995.

  
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Nov. 29, 1995.  
BONDED THIRD NOTARY PUBLIC UNDERWRITERS.

