

ARTICLES OF INCORPORATION

OF:

UNIQUE ELECTRONICS OF MIAMI, INC.
5710 West 20th Court
Miami, Florida 33146

ARTICLE I - NAME

The name of this corporation is: *UNIQUE ELECTRONICS OF MIAMI, INC.*

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by _____ of subscribers.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

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 for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

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 this 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 street address of the initial registered office of this corporation is 5710 W. 20th Ct., Hialeah, FL and the name of the initial registered agent of this corporation at that address is RODOLPHS GARCIA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director (s) 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>
RODOLPHS GARCIA, PRESIDENT S/S #	5710 West 20 Ct., Hialeah, FL 33016 (10/21/46)

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any 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, as 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 taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses 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 or shall

nothing 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 affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director or officers of such other corporation; any director 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 of 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 DIRECTOR

Any director on 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:

Name

Address

Redames Garcia, President.

5710 W 20 Ct., Hialeah, Fla. 33016

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted 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-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

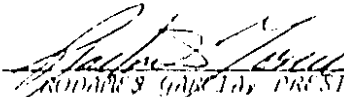
This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

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 a majority of the stock entitled to vote thereon.

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



RODOLFO GARCIA, PRESIDENT

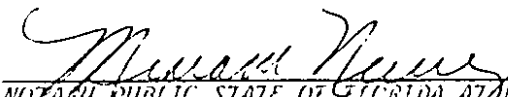
STATE OF FLORIDA)

COUNTY OF DALLAS)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared RODOLFO GARCIA-----

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of JULY of 1995.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR OFFICES FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMED AGENT UPON WHOM
PROCESS MAY BE SERVED

*In pursuance of Chapter 58,091 Florida Statutes, the
following is submitted, in compliance with said act:*

*First: That Unique Electronics of Miami, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Miami, County of Dade, State of
Florida, has named Rodamez Garcia
located at 5710 West 20th Court
City of Hialeah, Fla. 33016 County of Dade,
State of Florida, as its agent to accept services of process
within this State.*

ACKNOWLEDGMENT:

*Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.*


REGISTERED AGENT
Rodamez Garcia

P95000052838

dp
duran & pelati
BUSINESS SERVICES, INC.
accounting . taxes . systems . consulting
10100 Sunset Dr. Suite 465
Miami, FL 33173
Phone (305) 412-9191 Fax (305) 412-0901

January 8, 1997

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/13/97--01067--019
*****43.75 *****43.75

Dear Sirs:

Enclosed please find the articles of amendment to UNIQUE ELECTRONICS OF MIAMI INC., document number P95000052838. Along with the articles of amendment, please find check in the amount of \$43.75, to cover the expenses for filing and the certificate of status.

Should you have any questions, please contact us at your convenience at (305)412-9191.

Thank you for your attention to this matter.

Sincerely,

Teresita Pelati
Teresita Pelati
Accountant

FILED
97 JAN 13 PM 1:57
TALLAHASSEE, FLORIDA

Prepared by 26481
for de

ARTICLES OF AMMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JAN 13 PM 1:57
TALLAHASSEE, FLORIDA

UNIQUE ELECTRONICS OF MIAMI, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation

FIRST Amendment(s) adopted (indicate article number(s) being amended, added or deleted)

Articles X and XIV The shareholders are

Radames H. Garcia 5710 West 20 th Ct Hialeah, FL 33016	President/Treasurer Registered Agent	50%
Carlos Campo 241 West 42 nd Street Hialeah, FL 33014	Vice President/Secretary	50%

SECOND If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 22, 1996.

FOURTH: Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)).

The number of votes cast for the amendment(s) was/were sufficient for approval by shareholders (voting group)

(continued)

Signed this 22nd of November, 1996

By *Radames H. Garcia*
(Chairman or Vice Chairman of the Board of
Directors, President or other officer if
adopted by the shareholders)

OR

(A director or incorporator if adopted by the
directors or incorporators)

Radames H. Garcia

(Typed or printed name)

President

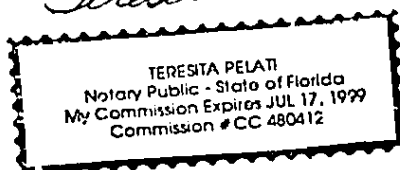
(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS
FOR THE 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 MY POSITION AS REGISTERED AGENT.

Date: November 22, 1996

Radames H. Garcia
Radames H. Garcia, Pres.

Teresa Pelati



P 9500052838

dp
duran & pelati
BUSINESS SERVICES INC.
accounting . taxes . systems . consulting
10300 Sunset Dr., Suite 463 Miami, FL 33173
Phone (305) 412-9191 Fax (305) 412-0901

April 27, 1997

Secretary of State
Florida Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Dear sirs:

Enclosed please find the articles of amendment to UNIQUE ELECTRONICS OF MIAMI, INC., document number P9500052838. Along with the articles of amendment, please find check in the amount of \$43.75, to cover the expenses for filing and the certificate of status.

Should you have any questions, please contact us at your convenience at (305) 412-9191.

Thank you for your attention to this matter.

Sincerely yours,

Teresita Pelati
Teresita Pelati
Accountant

FILED
97 MAY -1 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
8/8/12

ARTICLES OF AMMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNIQUE ELECTRONICS OF MIAMI, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation

FIRST: Amendment(s) adopted. (indicate article number(s) being amended, added or deleted)

Articles X and XIV The shareholders are

Estela M. Lorenzo 529 SW 4 th St., Apt 101 Miami, FL 33130	President/Treasurer Registered Agent	50%
Carlos Campo 241 West 42 nd Street Hialeah, FL 33014	Vice President/Secretary	50%

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 15th, 1997

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)).

The number of votes cast for the amendment(s) was/were sufficient for approval by shareholders (voting group)

(continued)

97 MAY -1 AM 11:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signed this 15th of March, 1997.

By Carlos M. Campo
(Chairman or Vice Chairman of the Board of
Directors, President or other officer if
adopted by the shareholders)

OR

(A director or incorporator if adopted by the
directors or incorporators)

Carlos Campo

(Typed or printed name)

Secretary

(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR
THE 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 MY POSITION AS REGISTERED AGENT.

Date: March 15th, 1997

Estela M. Lorenzo
Estela M. Lorenzo, Pres.

