

P96000012025

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. Wena 545, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate # 00001707939
-02/06/96--01090--014
****122.50 ****122.50

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

789-503-672
W96-2776

RECEIVED
96 FEB -6 AM 10:50
DIVISION OF CORPORATION

9/2/8/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1996

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

SUBJECT: ULTRA SYS, INC
Ref. Number: W96000002776

We have received your document for ULTRA SYS, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00005189

RECEIVED
96 FEB - 7 PM 3:20
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ULTRA-TEL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -7 AM 8:31

The undersigned subscribers to these ARTICLES OF INCORPORATION, natural persons competent to contract, hereby form a Corporation under the laws of the STATE OF FLORIDA.

ARTICLE I-NAME AND ADDRESS

The name of the corporation is ULTRA-TEL, INC. with its principal place of business located at 7311 West Flagler St MIAMI FLORIDA 33172.

**ARTICLE II-DURATION AND BEGINING
OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be when these ARTICLES OF INCORPORATION are received and accepted by the SECRETARY OF STATE OF FLORIDA.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock designated COMMON STOCK. The maximum number of shares of COMMON STOCK to have outstanding is 500 of a par value of \$ 1.00. Holders of COMMON STOCK shall not have pre-emptive rights to subscribe to the Corporation's securities.

ARTICLE V-REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation in the state of FLORIDA is 7311 W Flagler St Miami Florida 33172. The name of the initial registered agent of this Corporation at that address is EDWIN COLLADO.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall have One director (s) initially. The number of director (s) may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws of the Corporation.

The name and street address of the initial director (s) of this Corporation are

EDWIN COLLADO
7311 W FLAGLER ST
Miami Florida 33172

ARTICLE VII-INCORPORATOR (S)

The name and address of the incorporator (s) to these ARTICLES OF INCORPORATION ARE:

EDWIN COLLADO
7311 W FLAGLER ST
Miami Florida 33172

ARTICLE VIII-BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the BOARD OF DIRECTORS and SHAREHOLDERS.

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by the By-Laws, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture, Trust or other Enterprise.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any Stockholder desire to sell his or her Stock, said Stockholder shall so notify the other Stockholders, in writing, of his or her intention to sell. That upon receipt of said notification, the Corporation shall authorize the accountant then employed by said Corporation to make a full and complete audit of the books of said Corporation, using standard accounting methods and principles in order to determine the book value of said Corporation. Upon determination of the

book value, the price of the Stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the Accountant. The remaining Stockholders on Stockholders shall purchase said Stock in proportionate shares to the percentages that they presently own and the seller shall get 50 percent of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator (s) has (we) executed these ARTICLES OF INCORPORATION this day of 19 .

Ed Collado
EDWIN COLLADO

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, ULTRA-TEL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the city of Miami, County of Dade, State of Florida, has designated EDWIN COLLADO as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at the 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.

Ed Collado
EDWIN COLLADO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -7 AM 8:31