

P96000086173

LAZARUS CORPORATE INDUSTRIES INC.

Requestor's Name

820 S.W. 87 AVENUE SUITE 116

Address

MIAMI, FL 33174

(305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

Excluded

1. ACE, 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 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

RECEIVED
96 OCT -1 AM 10:59
DIVISION OF CORPORATION

W96-20719



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: MCC, INC
Ref. Number: W96000020719

We have received your document for MCC, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 796A00044928

RECEIVED
96 OCT 19 AM 10:52
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF
ECUATEL, INC.

RECEIVED
JAN 17 1973
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

ECUATEL, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: Purchase, sale, import and export of Microelectronics, computers and communications equipment and related activities.

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

This Corporation is organized for the purpose of being a subsidiary or filial of Microelectronica, Computadoras, Comunicaciones MCZ, S.A., a Corporation Organized and existing under the Laws of The Republic of Ecuador, which Corporation will own at least fifty one (51%) percent of the outstanding stock of the presently created corporation.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are:

One Hundred (100) shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV.- TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

1996 S.W. 1st Street
Miami, Florida 33135

The registered office address for this corporation in the State of Florida will be:

1996 S.W. 1st Street
Miami, Florida 33135

Its registered agent:

Jose M. Rodriguez-Gomez

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.- SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest responsibilities on the Board of Directors.

ARTICLE VII.- DIRECTORS

This corporation shall have two Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one(1).

The corporation shall indemnify and hold harmless each 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 been a director or officer of the corporation, or reason of any action alleged to have

been 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 reasonably incurred by him in connection with any claim or liability 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 nor shall anything herein contained restrict the right of the corporation to indemnify 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 effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors 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 or 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 VIII.-INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
SERGIO E. FLORES	1996 S.W. 1st Street Miami, Florida 33135
MARY RUTH FLORES	1996 S.W. 1st Street Miami, Florida 33135

ARTICLE IX. - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

SERGIO E. FLORES	1996 S.W. 1st Street Miami, Florida 33135
MARY RUTH FLORES	1996 S.W. 1st Street Miami, Florida 33135

NAME

ADDRESS

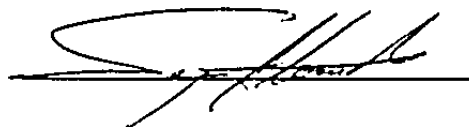
A R T I C L E X . - A M E N D M E N T

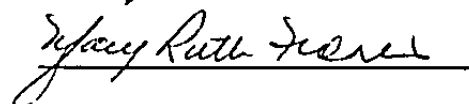
These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 27th day of September , 19 96

 (SEAL)

 (SEAL)

_____ (SEAL)

STATE OF FLORIDA

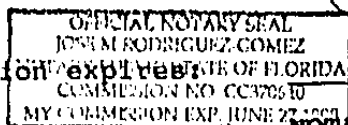
SS:

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Sergio E. Flores and Mary Ruth Flores, personally known to me and _____ to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribe to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 27 day of September 1996.

My commission expires



NOTARY PUBLIC

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

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

First-----that ECUATEL, INC.

desiring to organize under 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, Jose M. Rodriguez-Gomez located at 1996 S.W 1st Street

City of Miami
County of Dade, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

BY: _____

(Resident Agent)

FILED
JUN 17 1966
TALLAHASSEE, FLORIDA