# P 9600000 94905 LAZARUS CORPORATE INDUSTRIES, NC. 4905 Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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Office Use Only

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

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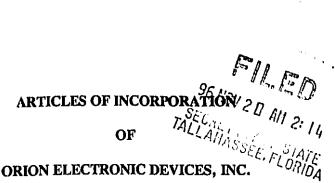
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

躢	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other



Examiner's Initials
SN NOV 2 0 1996



ARTICLE I

# NAME

The name of this Corporation is Orion Electronic Devices, Inc.

#### ARTICLE II

# **PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: 600 N.E. 36 Street, Unit #1006, Miami, Florida 33137.

# ARTICLE III

#### **NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conductive thereto or expedient.

names and addresses of the initial directors of this corporation are as follows:

Name	Address
Gianfranco Baioni	600 N.E. 36 Street, Unit 1006 Miami, Florida 33137
Claudio Biaggio Perrella	600 N.E. 36 Street, Unit 1006 Miami, Florida 33137

Monica Quondamearlo 600 N.E. 36 Street, Unit 1006 Miami, Florida 33137

# ARTICLE IX

# DIRECTOR OUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

#### ARTICLE X

# **VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

#### ARTICLE XI

#### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

#### ARTICLE XII

# AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

#### ARTICLE XIII

#### **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

#### ARTICLE XIV

#### **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE XV

#### **INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

# ARTICLE XVI

# **INCORPCKATOR**

The name and address of the person signing these Articles is:

Gianfraco Baioni 600 N.E. 36 Street, Unit 1006 Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 151k day of November, 1996.

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTURED 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 register office/registered agent, in the state of Florida.

1. The name of the Corporation is Orion Electronic Devices, Inc.

2. The name and address of the registered agent is as follows:

Claudio Biaggio Perrella
600 N.E. 36 Street, Unit 1006
Miami, Florida 33137

11/15/1996 Date

Gianfranco Baioni, Incorporator

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

11/15/1996 Date

Claudio Biaggie Perrella