

P960000 97966

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

300002019453-13

-12/04/96-01061-034

****122.50 ****122.50

Office Use Only

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

1. M ELECTRIC CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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| 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
95 DEC -4 AM 10:55
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

FILED

OF

96 DEC -4 PM 2:15

M ELECTRIC CORP.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida .

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be **M ELECTRIC CORP.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried are:

To conduct business not prohibited by the Laws of the United States and State of Florida .

To conduct business to have one or more officers in buy, sell, import, export, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer or corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all rights, powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$ 1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 1000 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Thousand Dollars (\$ 1,000.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 11790 SW 18 Street Suite 509 Miami, Florida 33175. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute the quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at the meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The name and office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Mario Antonio Rodriguez
11790 SW 18 Street
Suite 509
Miami, Florida 33175

ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follow:

Mario Antonio Rodriguez
11790 SW 18 Street Suite 509
Miami, Florida 33175
1000 Shares at \$ 1.00 per
Share = \$ 1,000.00

ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Mario Antonio Rodriguez
President/Treasurer/Secretary
11790 SW 18 Street Suite 509
Miami, Florida 33175

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, to make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 03 day of December 1996.



Mario Antonio Rodriguez
President/Treasurer/Secretary

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

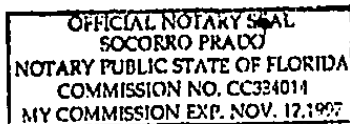
I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgment, personally appeared MARIO ANTONIO RODRIGUEZ to be the persons described as subscribers in and who execute the foregoing Articles of Incorporations.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 03
DAY OF December 1996.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the
Following is submitted, in the compliance with said act:

FIRST: M ELECTRIC CORP.

desiring to organized under Laws of the State of Florida, with the principal
Office, as indicated in the Articles of Incorporation, at the City of Miami,
County of Dade, State of Florida, has named **MARIO ANTONIO RODRIGUEZ**
located at 11790 SW 18 Street Suite 509 Miami, Florida 33175
To be process within this State.

ACKNOWLEDGMENT:

Having been named to accept services 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 provisions of said act relative to
keeping open said office.



MARIO ANTONIO RODRIGUEZ
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -4 PM 2:15

FILED

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Requestor's Name

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City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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N. HENDRICKS JAN 22 1997

FILED
97 JAN 21 AM 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
M ELECTRIC CORP**

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

FIRST: Amendment(s) adopted:

SHALL CONSIST OF:

**ARTICLE VIII DIRECTORS, ARTICLE IX SUBSCRIBERS AND ARTICLE X
OFFICERS SHALL READ AS FOLLOWS: (To Stock)**

Mario Antonio Rodriguez
President/Treasurer
11790 SW 18 Street
Ste 509
Miami, Fl 33175

Sandalio O. Gutierrez
Vice-President/Secretary
11790 SW 18 Street
Ste 509
Miami, Fl 33175

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 mentioned above:

THIRD: The date of each amendment's adoption: Dec 11th, 1997.

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

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

 X 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

(voting group)

Signed this 11th day of December 1997.

M. Electric Corp
(Corporation Name)

By [Signature]
(Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

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

Mario Antonio Rodriguez
(Typed or print name)

President
(Title)