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97 AUG 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

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****131.25 ****131.25

SUBJECT: ALTEC INCORPORATED.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$ 131.25 Filing Fee, Certify Copy & Certificate

FROM: *Henry Losada*
Henry Losada

5501 Hester Ave.

Sanford, FL 32773

P.O. # 300672
Fern Park Fl. 32730

Daytime Telephone: (407) 330-7448

Henry
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 8/27/97
REC. EX. 234

enc 8/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

HENRY LOSADA
5501 HESTER AVE.
SANFORD, FL 32773

SUBJECT: ALTEC INCORPORATED
Ref. Number: W97000018825

We have received your document for ALTEC INCORPORATED and your check(s) totaling \$131.25. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00041329

**ARTICLES OF INCORPORATION OF
ALTEC INTERNATIONAL INC**

The Undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I :

The name of this Corporation shall be:

ALTEC INTERNATIONAL INC.

and its business shall be carried in Orange County, Florida and also within and without the State of Florida, and in The United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II : NATURE OF BUSINESS.

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

- 1.- The nature of the business and the objects and purposes to be transacted, promoted or carried on by this Corporation are: to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.
- 2.- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
- 3.- To buy, sell, manufacture, repair, alter and change, let or hire, export or deal on all kinds of articles and things which may be required for the purposes of any of said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.
- 4.- To engage in any activity or business permitted under the laws of The United States of America and the State of Florida.

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ARTICLE III : CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any given time shall be 1000 shares no par value common stocks.

The capital stock may be paid for: in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Director of The Company. Stock in other corporations, or going businesses may be purchased by The Corporation, in return for the issuance of its Capital Stocks, and said purchases shall be in such basis for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV : INITIAL CAPITAL.

The amount of capital with which this Corporation will begin business is US \$ 1.000 (One thousand dollars).

ARTICLE V : TERMS OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI : ADDRESS.

The initial address of this Corporation in the State of Florida is:
2428 Capitol Ave. Orlando Florida 32818

ARTICLE VII : DIRECTORS.

This Corporation shall have not less than (1) one Directors, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-law hereof, but at no time shall there be a number less than one (1).

ARTICLE VIII :

The names and Post-Office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President:	LUIS JOSE VILA 2428 CAPITOL AVE ORLANDO FL 32818
Vice-President:	KAREN ROSE VILA 2428 CAPITOL AVE. ORLANDO, FL 32818
Secretary:	HENRY LOSADA 5501 HESTER AVE AVE. SANFORD , FL 32773
Directors:	MARTIN NENKES 2428 CAPITOL AVE. ORLANDO, FL 32818

ARTICLE IX : SUBSCRIBERS- INCORPORATORS

The name and post office address of each subscriber to these Article of Incorporation, and the number of stock each agree to take, and the Value of the consideration paid therefor are as follows:

Name	Address	No. of Amount of Shares Paid
LUIS JOSE VILA	2428 Capitol Ave. Orlando FL 32818	600 Shares
KAREN ROSE VILA	2428 Capitol Ave. Orlando FL 32818	400 Shares

ARTICLE X : AMENDMENTS.

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 stockholder's meeting by majority of the voting shares.

ARTICLE XI : POWERS OF THE BOARD OF DIRECTORS.

In furtherance and not limitations of the power conferred by Statute, the Board of Directors is expressly authorized:

- 1.- To make, alter, amend or repeal the By-laws of the Corporation.
- 2.- To fix the amount to be reserved as working capital and to authorize the cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
- 3.- If the by-laws so provide, to designate by resolution one or more of their number to constitute an executive committee, which Committee, to the extent provided in the resolution or in the by-law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII : RESTRICTIONS ON STOCK TRANSFERS.

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholders, including the heirs, assigns, executors, or administrators of deceased stockholders, desiring to sell or transfer such stock owned by him or them shall first offer it to the Corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or to transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter, either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of such stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of the thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

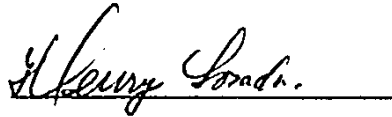
No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE XIII : INITIAL REGISTER OFFICE AND AGENT

The initial Register Office and Register Agent of the Corporation is:

HENRY LOSADA
5501 HESTER AVE.
SANFORD, FL 32773

IN WITNESS WHEREOF, we hereto set our hands) and seal this on this
26 day of the month of Aug of 1997.



HENRY LOSADA
as Subscriber and Register Agent

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT:

That **ALTEC INTERNATIONAL INCORPORATED** desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at the **City of Orlando, State of Florida**, has name Henry Losada, 5501 Hester Ave, Sanford FL 32773 , as its agent to accept service of process within Florida.


(Corporate Officer)

Title Secretary
Date: 8/26/97

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept the appointment as registered agent to act in this capacity, I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Stacy L. Linder

(Resident Agent)

8/26/97

Date

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