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Examiner's Initials

# ARTICLES OF INCORPORATION FOR

9-3-99

# Andino Electric Corporation

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

# I <u>NAME OF CORPORATION</u>

The name of the corporation shall be Andino Electric Corporation whose address is located, at 6346 S.W. 8th Street, Miami, Florida 33144.

II

# **COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

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#### **PURPOSES**

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

# CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock at \$1 par value.

V

#### REGISTERED AGENT

The address of this Corporation's initial registered office is at 3191 Coral Way, Suite 800, Miami, Florida 33145 and the name of the registered agent at said address is Patrick Vilar.

VI

# **INCORPORATOR**

The name and address of the incorporator is as follows:

Patrick Vilar, Esq. 3191 Coral Way, Suite 800 Miami, Florida 33145 Tel. (305) 443-0200

VII

#### **BOARD OF OFFICERS**

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Officers. The number of Officers may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Alberto J. Andino, III President 6346 S.W. 8<sup>th</sup> Street Miami, FL 33144 Tel.(305)261-3230 Marlene D. Andino Vice President 6346 S.W. 8<sup>th</sup> Street Miami, FL 33144 Tel.(305)261-3230

VIII

#### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

*IX* 

# **INFORMAL OFFICER ACTION**

If all of the Officer severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Officers.

 $\boldsymbol{X}$ 

#### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

# BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Officers and Shareholders, but the Board of Officers may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Officers.

#### XII

### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this **3** day of **Services**, 1999.

Patrick Vilar, Incorporator

Patrick Vilar, Registered Agent

STATE OF FLORIDA)

SS.

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Patrick Vilar, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said

County and State, this 3d day of Scotter 1996.

Dannett Morfa

My Commission CC752280

Expires August 3, 2002

N<del>OT</del>ARY PUBLIC State of Florida at Large,

My Commission expires:

#### ACCEPTANCE BY REGISTERED AGENT

OF

# Andino Electric Corporation

I, PATRICK VILAR, as the registered agent of Andino Electric Corporation, a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

Patrick Vilar

Patrick Vilar

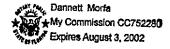
STATE OF FLORIDA)

) ss:
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Patrick Vilar to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said

County and State, this 3d day of September, 1999



NOTARY PUBLIC
State of Florida at Large,

My Commission expires: