

P95000053248

CERTIFICATE OF INCORPORATION
OF
GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL SUPPORT-USA
(GATES-USA CORPORATION)

Mr. Alexander Rodriguez
3191 Crystal Way
Miramar, Fl. 33025

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1995

MR. ALEXANDER RODRIGUEZ
3191 CRYSTAL WAY
MIRAMAR, FL 33025

SUBJECT: GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL
SUPPORT-USA
Ref. Number: W95000012130

We have received your document for GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL SUPPORT-USA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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.

Vickie Whitfield
Corporate Specialist

Letter Number: 395A00029182



FLORIDA DEPARTMENT OF STATE

June 30, 1995

Sandra B. Mortham
Secretary of State

MR. ALEXANDER RODRIGUEZ
3191 CRYSTAL WAY
MIRAMAR, FL 33025

SUBJECT: GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL
SUPPORT-USA
Ref. Number: W95000012130

We have received your document for GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL SUPPORT-USA. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

NOTE***** IF YOU WISH TO FILE THE FICTITIOUS NAME, PLEASE COMPLETE THE ATTACHED FORM AND RETURN WITH FILING FEE(S).

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 195A00032213

THIS IS TO CERTIFY THAT We, the undersigned
incorporators, do hereby associate ourselves together
for the purpose of forming a Corporation for Profit
under the Laws of the State of Florida, by and under
the provisions of the Statutes of said State, Privinging
for the formation of liabilities, rights, privileges
and immunities of Corporations for profits, and to that
end, we do, by this Certificate set forth:

FIRST: The name of this Corporation shall be: GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL SUPPORT-USA CORPORATION , and its business shall be carried on in the County of Broward, State of Florida, and at such other points and places in the State of Florida, and in the United States and foreign Countries, as from time to time may be authorized by the Board of Directors. Its principal place of business and office shall be at: 3191 Crystal Way, Miramar, Florida 33025; and names ARTHUR S. MALMIS, located at 1220 S.W. 111th Avenue, Pembroke Pines, Florida 33025, as Resident Agent to accept Service of Process within the State of Florida.

SECOND: The general nature of the business, or the objects or purpose to be transacted, promoted or carried on by the Corporation, are as follows:

(A) In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida, and by the principles of the Common Law upon corporations organized under the provisions of law authorizing the formation of this Corporation, and of the powers and purposes hereinafter stated, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid powers of the Corporations.

(B) To carry on any and all business as importers and exporters, manufacturers, producers, merchandisers, wholesale and retail, generally, without limitation, as to class of products and merchandise, but specially Telecommunications, Electrical, Mechanical, Electronics, Geothermal, Geophysical, Hydro-Electrical, Hydro-Mechanical, Computers and Accessories, Equipments and Professional services of every class and description,

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and any other business in connection therewith, incidental to, or in connection with the aforesaid business.

(C) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, body politic, municipality, country, territory, state, colony or dependency thereof.

(D) To deal in, trade-in, and to invest in, goods, wares and merchandise and property of any and every class and description, both within and without the State of Florida, and any part of the world.

(E) To acquire the good will, rights and property, and the whole or part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in each, in the stock of this Corporation, in bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(F) To take, lease, purchase, or otherwise acquire, and to own, use hold, sell, conveyed, exchange, lease, mortgage, work, improve, developed, cultivate and otherwise handle, deal in and dispose of real estate, real property, and any interest or right therein.

(G) To purchase, hold, sell, assign, transfer, mortgage,

pledge, or otherwise dispose of, and to guarantee the shares of the Capital Stock or any bonds, securities or evidences of indebtedness created by any other Corporation or Corporations organized under the laws of this State, or of any other State, country, nation or government, and while owner thereof, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might or could do; to aid in any manner any corporation, association, or entity whose stocks, bonds, or other obligations are held, or in any manner guaranteed by this Corporation is in any way interested, and to do any and all acts or things necessary or expedient for the preservation, protection or improvement of the volume of any such stocks, bonds, or other obligations.

(H) For any of the purposes of the Corporation, without limit as to amount to borrow or raise monies, to draw make, accept, indorse, discount, execute, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other instruments, whether negotiable or non-negotiable, transferable or non-transferable, and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same and all obligations arising therefrom, by mortgage or otherwise, as well as to secure the same and all obligations therefrom, either alone or jointly with any other person or corporation, of the whole or any part of the property of the Corporation presently owned or to be acquired to confer upon the holders of any of its obligations such powers, rights and privileges, as from time to time may be deemed advisable by the Board of Directors; and except as may be specifically prohibited by Law, to loan money with or without collateral or other security.

(I) To do any and all of the things set forth to the same extent as natural persons might or could do in any part of the world, as principals, agents, contractors, trustees, or otherwise and either alone or in company with others.

(J) To do each and every act or acts, thing or things

necessary, suitable, incidental or pertinent to, or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation, provided that the same be not inconsistent with the laws under which this Corporation is organized, or in conflict with the laws of the State of Florida, or the United States of America.

(K) The foregoing clauses are to be construed both as to objects and powers, and it is hereby expressly provided the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or do any act which a Corporation formed under the Act hereinabove referred to, or any amendment thereof, or supplement thereto, or substitute therefore, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the foregoing Sub-Paragraphs of this Article Second of this Certificate of Incorporation, shall except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraphs of this Article, or of any other Articles of this Certificate of Incorporation.

THIRD: The total number of Shares, and the authorized Capital Stock of this Corporation shall be ONE HUNDRED (100) Shares, having No Par Value. Such Shares may be issued by the Corporation from time to time, for such consideration, and upon such terms as may be fixed from time to time by the Board of Directors.

FORTH: The amount of Capital with which this Corporation shall begin business is less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.).

FIFTH: The names and places of residence of the original Subscribers to the Capital Stock, are as follows:

<u>NAME</u>		<u>RESIDENCE</u>
ALEXANDER S. RODRIGUEZ	President/ Chairman	3191 Crystal Way Miramar, Fl. 33025
ARTHUR S. MALMIS	V-President/ Managing Director	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025
ELIZABETH L. RODRIGUEZ	SECRETARY	3191 Crystal Way Miramar, Fl. 33025
ABUNDIA B. LISONDRA	Treasurer	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025
JESUSA B. LISONDRA	P.R.O.	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025

SIXTH: This Corporation is to have perpetual existence.

SEVENTH: The private property of the Stockholders of the Corporations shall not be subject to the payment of corporate debts in any extent whatever.

EIGHTH: The number of Directors of the Corporations shall be as specified in the By-Laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the By-Laws provided the number of Directors of the Corporation shall not be less Two (2). In case of any increase in the number of Directors, the additional Directors may be elected by the Board of Directors to hold office until the next Annual Meeting of the Stockholders, and until their successors are elected and qualified. In case of a vacancy in the Board of Directors, a majority of the

remaining members of the Board may elect Directors to fill such vacancy.

Directors need not be Stockholders.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation by majority agreement and action of its Board of Directors, and all rights and powers conferred herein upon the Stockholders, Directors and Officers are subject to this reserved power.

TENTH: No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is, or are interested in, or is a Director or Officer, or are Directors or Officers, of such other Corporation.

ELEVENTH: The names and addresses of the First Board of Directors who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

ALEXANDER RODRIGUEZ	3191 Crystal Way Miramar, Fl. 33025
ARTHUR S. MALMIS	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025
ELIZABETH L. RODRIGUEZ	3191 Crystal Way Miramar, Fl. 33025
ABUNDIA B. LISONDRA	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025
JESUSA B. LISONDRA	1220 S.W. 111th Avenue Pembroke Pines, Fl. 33025

IN WITNESS WHEREOF, We have hereunto set our hands and
seals, this 2 day of June, 1995.

Alexander S. Rodriguez

Arthur S. Malmis

Elizabeth L. Rodriguez

Abundia B. Lisondra

Jesusa B. Lisondra

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD))

I HEREBY CERTIFY THAT on this day before me, a
Notary Public, in and for the State of Florida, duly qualified
and acting as an Officer authorized to take acknowledgements,
personally appeared ALEXANDER S. RODRIGUEZ, ARTHUR S. MALMIS,
ELIZABETH L. RODRIGUEZ, ABUNDIA B. LISONDRA AND JESUSA B. LISONDRA,
to me known to be person who executed the foregoing proposed
Charter of GENERAL APPLIED TELECOMMUNICATIONS & ELECTRICAL SUPPORT-
USA CORPORATION, and they acknowledge that they
signed and executed the same, for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal, at Pembroke Pines, Broward County, Florida,
this 2 day of June, 1995.

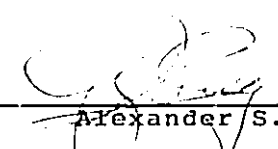
Ileana C. Perez
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
ILEANA C. PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0005604
MY COMMISSION EXPIRES APR. 22, 1998

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

In persuance to the Florida Statute, the following
is submitted, in compliace with State.

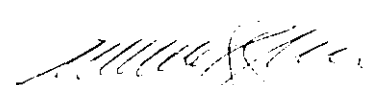
FIRST: That GENERAL APPLIED TELECOMMUNICATION & ELECTRICAL
SUPPORT-USA CORPORATION , desiring to organized under
the Laws of the State of Florida, at 3191 Crystal Way, Miramar,
Florida 33025, Has named ARTHUR S. MALMIS, located at: 1220 S.W.
111th Avenue, Pembroke Pines, Broward County, Florida, as its
Agent to accept Service of Process within the state,


Alexander S. Ridgely

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ACHNOWLEDGE :

Having been name to accept Service of Process for the
above named Corpoartion, at its place designated in this Certificate
I hereby accept to act in capacity, and agree to comply with the
proviission of said Act relating to keeping open said Office.


Arthur S. Malmis
1220 S.W. 111th Avenue
Pembroke Pines, Fl. 33025
(Resident Agent)