
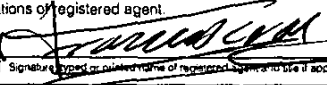
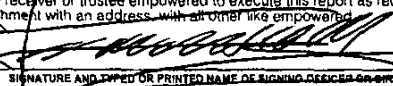


FILED  
Jul 22, 2008 8:00 am  
Secretary of State

07-22-2008 90007 001 \*\*\*563.75

2008 FOR PROFIT CORPORATION  
ANNUAL REPORT

<b>DOCUMENT # F04000001708</b>			
1. Entity Name OPTENET, INC.			
Principal Place of Business 633 NE 167TH ST. 1001 N. MIAMI BEACH, FL 33162		Mailing Address 633 NE 167TH ST. 1001 N. MIAMI BEACH, FL 33162	
2. Principal Place of Business - No P.O. Box # 2875 NE 191st STREET Suite, Apt. #, etc. SUITE 901-A City & State AVENTURA - FLORIDA Zip FL 33180 Country USA		3. Mailing Address 2875 NE 191st STREET Suite, Apt. #, etc. SUITE 901-A City & State AVENTURA - FLORIDA Zip FL 33180 Country USA	
07072008 Chg-P CR2E034 (12/06)		4. FEI Number 20-0617128 Applied For Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
6. Name and Address of Current Registered Agent MARTIN ABREU, FRANCISCO 633 NE 167TH ST. 1001 N. MIAMI BEACH, FL 33162		7. Name and Address of New Registered Agent Name MARTIN ABREU, FRANCISCO Street Address (P.O. Box Number is Not Acceptable) 2875 NE 191st STREET SUITE 901-A City AVENTURA FL Zip Code 33180	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE  DATE 7.21.08. (NOTE: Registered Agent signature required when reinstating)			
FILE NOW!!! FEE IS \$550.00 Due by September 12, 2008		9. Election Campaign Financing Trust Fund Contribution. <input checked="" type="checkbox"/> \$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CP MARTIN ABREU, FRANCISCO CALLE ZABALETA N. 33 1C SAN SEBASTAIN SPAIN. 20002 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	CEO MARTIN ABREU, FRANCISCO 3362 NE 171 STREET NORTH MIAMI BEACH, FL, 33160 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D NUNEZ, IGNACIO C/ SERRANO N. 18, 5 IZG. 28001 MADRID, SPAIN. <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D PASCUAL PLAZA, JOSE LUIS UNIVERSIDAD DE NAVARRA, EDIF CENTRAL RECT 31080 PAMPLONA, NAVARRA. <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T KESSLER GRIJALBO, MARCOS PASEO MIKELETEGI 58, 1 PLANTA, PARQUE TEC. 20009 SAN SEBASTAIN, SPAIN. <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with an other like empowered.			
SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		7.21.08 305 249-7505 Date Daytime Phone #	

# ATTACHMENT

100045323

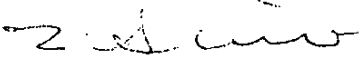
#F04000001708

## OFFICER'S CERTIFICATE OF OPTENET, INC.

THE UNDERSIGNED, being the Secretary of Optenet, Inc. hereby certifies that the following representations of fact are true and accurate:


1. Optenet, Inc. is a Delaware corporation incorporated under the laws of Delaware on January 13, 2004.
2. Optenet, Inc. has issued only 100 shares of stock, all of which are common stock.
3. Optenet, S.A., a Spanish company, owns all 100 shares of stock issued by Optenet, Inc., and as such is the sole owner of Optenet, Inc.

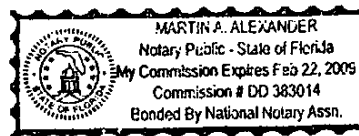
March 10, 2007



Michael D. Stewart, Secretary

Signed and subscribed before me  
This 10 day of MARCH, 2007

  
\_\_\_\_\_  
Notary



\_\_\_\_\_  
Commission

ATTACHMENT

60045323  
# F04000001708

JAN-13-2004 15:54

PHE CORP SRV 3826568865

DELAWARE  
Secretary of State  
Division of Corporations  
Delivered 03:50 PM 01/13/2004  
FILED 03:50 PM 01/13/2004  
SRV 040024813 - 3754445 FILE

**CERTIFICATE OF INCORPORATION  
OF  
OPTINET, INC.**

**FIRST:** The name of the Corporation is Optinet, Inc.

**SECOND:** The registered office of the Corporation in the State of Delaware and New Castle County shall be 1201 Market Street, Suite 1600, Wilmington, Delaware 19801. The registered agent at such address shall be PHE Corporate Services, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock. All such shares are to be of the par value of \$0.01 per share.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Edward M. Andries, Esq.  
Pepper Hamilton LLP  
Hamilton Square  
600 Pennsylvania Street, N.W.  
Washington, DC 20005-2004

**SIXTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions Section 279 of Title 8 of the Delaware Code under a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement, and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director

## ATTACHMENT

JAN-13-2004 15:55

P-HS CORP SRU 322656865

382 636 8865

P.03

600-45323  
# F04000001708

except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**EIGHTH:** The original By-laws of the Corporation shall be adopted by the incorporator. Thereafter, the Directors of the Corporation shall have the power to adopt, amend or repeal the by-laws of the Corporation.

**NINTH:** The election of the directors of the Corporation need not be by written ballot unless the by-laws of the Corporation shall so provide.

**THE UNDERSIGNED,** being the incorporator for the purpose of forming a corporation pursuant to Chapter 1, Title 8, of the Delaware Code, entitled "General Corporation Law," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is its act and deed and that the facts stated herein are true, and accordingly executed this Certificate of Incorporation as of January 12, 2004.

  
Edward M. Andria, Esq., Incorporator

TETTER D 07

# ATTACHMENT

Thursday, October 19, 2006 5:16:57 PM EDT

18683808985

Page 4 of 4

# Delaware

60045323  
#F04000001708

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTENET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

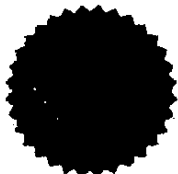
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3754649 8300

060371360

AUTHENTICATION: 4684817

DATE: 04-21-06



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

# ATTACHMENT

60045323  
#F04000001708

## UNANIMOUS CONSENT IN LIEU OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS of OPTENET, INC.

The Undersigned, being all of the directors and/or Shareholders of OPTENET, INC. (the "Corporation"), hereby consent to the following resolutions and/or actions which shall be deemed validly adopted resolutions and/or validly taken actions and shall have the same force and effect as if adopted and done at a duly called meeting of the Board of Directors and/or Shareholders of the Corporation:

The overall business structure and running of the Corporation was deemed satisfactory.

It was also agreed in September that it was in the best interests of OPTENET, S.A. that Marcos Kessler no longer be an officer of OPTENET, S.A., and be replaced as COO by Omar Aguirre Suárez.

Given the foregoing it was decided to remove Marcos Kessler from Treasurer and Officer at OPTENET, INC., and to replace him with Omar Aguirre Suárez, who will become the COO at OPTENET, INC.

**WHEREUPON**, it is **RESOLVED** that the abovementioned Minutes be adopted.

IN WITNESS WHEREOF, I have signed this Minutes of Annual Meeting as of **January 13, 2007**.

\_\_\_\_\_  
Francisco Jesús Martin Abreu  
President

\_\_\_\_\_  
Michael D. Stewart  
Secretary

\_\_\_\_\_  
Omar Aguirre Suarez  
COO

\_\_\_\_\_  
Ignacio Nunez Luque  
Director

\_\_\_\_\_  
Jose Luis Pascual Plaza  
Director

**ATTACHMENT**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**OPTENET, INC.**

60045323  
# F0400001708

**FIRST:** The name of the Corporation is Optenet, Inc.

**SECOND:** The registered office of the Corporation in the State of Delaware and New Castle County shall be 1201 Market Street, Suite 1600, Wilmington, Delaware 19801. The registered agent at such address shall be PHS Corporate Services, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock. All such shares are to be of the par value of \$.01 per share.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Edward M. Andries, Esq.  
Pepper Hamilton LLP  
Hamilton Square  
600 Fourteenth Street, N.W.  
Washington, DC 20005-2004

**SIXTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director

ATTACHMENT

60045323  
# F04000001708

except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The original By-laws of the Corporation shall be adopted by the incorporator. Thereafter, the Directors of the Corporation shall have the power to adopt, amend or repeal the by-laws of the Corporation.

NINTH: The election of the directors of the Corporation need not be by written ballot unless the by-laws of the Corporation shall so provide.

THE UNDERSIGNED, being the incorporator for the purpose of forming a corporation pursuant to Chapter I, Title 8, of the Delaware Code, entitled "General Corporation Law," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is its act and deed and that the facts stated herein are true, and accordingly executed this Certificate of Incorporation as of January 13, 2004.



Edward M. Andries Esq. Incorporator



*Delaware*

PAGE 1

*The First State*

*60045323*

*# F04000001708*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTENET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

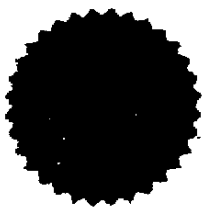
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3754649 8300

060371360

AUTHENTICATION: 4684817

DATE: 04-23-06



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

Division of Corporations

ATTACHMENT

Page 1 of 2

600 45323  
# F04000001708

Foreign Profit

OPTENET, INC.

## PRINCIPAL ADDRESS

3550 BISCAYNE BLVD., SUITE 307  
 MIAMI FL 33137  
 Changed 04/27/2005

## MAILING ADDRESS

3550 BISCAYNE BLVD., SUITE 307  
 MIAMI FL 33137  
 Changed 04/27/2005

Document Number  
 F04000001708

FBI Number  
 200617128

Date Filed  
 03/19/2004

State  
 DE

Status  
 ACTIVE

Effective Date  
 NONE

## Registered Agent

Name & Address
MARTIN ABREU, FRANCISCO 3550 BISCAYNE BLVD., SUITE 307 MIAMI FL 33137
Address Changed: 01/19/2005

## Officer/Director Detail

Name & Address	Title
MARTIN ABREU, FRANCISCO CALLE ZABALETA N. 33 IC SAN SEBASTIAN SPAIN 20002	CP
MINEZ IGNACIO C/ SERRANO N. 16, 5 12G 28001 MADRID, SPAIN	D
PASCUAL PLAZA, JOSE LUIS UNIVERSIDAD DE NAVARRA, EDIF CENTRAL RECT	D

<http://www.sunbiz.org/scripts/cordet.exe?a1=DETFIL&n1=F04000001708&n2=NAME...> 10/19/2006

Division of Corporations

## ATTACHMENT

Page 2 of 2

31080 PAMPLONA, NAVARRA	
ANDRIFS, EDWARD M 600 FOURTEENTH STREET, N.W., SUITE 300 WASHINGTON DC 20005-5004	S
KESSLER ORJALBO, MARCOS PASDO MIKELETOI 58,1 PLANTA; PARQUE TEC. 20009 SAN SEBASTIAN, SPAIN	T

60045323  
#FO4000001708

## Annual Reports

Report Year	Filed Date
2005	04/27/2005
2006	01/19/2006

[Previous Filing](#)[Return to List](#)[Next Filing](#)

No Events  
No Name History Information

## Document Images

Listed below are the images available for this filing.

01/19/2006 -- ANNUAL REPORT
04/27/2005 -- ANN REP/UNIFORM BUS REP
03/19/2004 -- Foreign Profit

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

