

L95000000617

Zack, Sparber, Kosnitzky, Truxton, Spratt & Brooks

PROFESSIONAL ASSOCIATION

JENNIFER G. ALTMAN
MARC H. AUERSBACH
GARY S. BROOKS
ORION G. CALLISON, III
ALAN G. DEFFIN
DEBRA WEISS GOODSTONE
JORGE A. GONZALEZ
DIANA L. GRUB
KEITH E. HOPE
LOUISE T. JEROBLOW
MARTIN S. KOFSKY

MICHAEL KOSNITZKY
BETHA CLAIRE LEE
MITCHELL W. MANDLER
DEBORAH R. MAYO
H. STEPHEN NASH
RALPH SHALOM
BYRON L. SPARNER
WILLIAM J. SPRATT, JR.
GREGG S. TRUXTON
THOMAS O. WELLS
STEPHEN N. ZACK

ONE INTERNATIONAL PLACE
SUITE 2800
MIAMI, FLORIDA 33131-2144
TELEPHONE (305) 539-1400
FACSIMILE (305) 539-1307

August 9, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

700001557567
-08/10/95--01054--006
***937.50 ***937.50

RE: Electrical Systems International, L.C.

Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Organization of Electrical Systems International, L.C.;
2. A copy of the Articles of Organization to be returned to us once they have been filed; and
3. A check in the amount of \$337.50 to cover for the cost of filing the articles.

Also enclosed please find a self addressed stamped envelope.

If these documents cannot be filed upon receipt, please contact the undersigned immediately.

If you have any questions or comments, please do not hesitate to contact us.

Very truly yours,


Miriam Benitez
Legal Assistant

Enclosures

FILED
95 AUG 10 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/10
KCH
8-11-95

**ARTICLES OF ORGANIZATION
of
ELECTRICAL SYSTEMS INTERNATIONAL, L.C**

FILED
95 AUG 10 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned initial members of ELECTRICAL SYSTEMS INTERNATIONAL, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

ELECTRICAL SYSTEMS INTERNATIONAL, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing with the Florida Department of State and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1411 N.W. 89th Court
Miami, Florida 33172

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1411 N.W. 89th Court
Miami, Florida 33172

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
Suite #2800
Miami, Florida 33131

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the

members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of those members of the Company owning a "majority in interest", as defined in Revenue Procedure 94-46, or by written consent of those members of the Company owning a "majority in interest".

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve as the managers until the first annual meeting of members or until their successors are elected and qualify.

Jack Azout
1411 N.W. 89th Court
Miami, FL 33172

Patricia J. Bowen
1411 N.W. 89th Court
Miami, FL 33172

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing
Articles of Organization as of this 8th day of August, 1995.

INITIAL MEMBERS:



JACK AZOUT

PATRICIA J. BOWEN

08/08/95

00:44

3308 530 1307

ZACK SPARDER

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FILED
95 AUG 10 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of ELECTRICAL SYSTEMS
INTERNATIONAL, L.C. in its Articles of Organization, at the place designated in such Articles
of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is
familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT CORPORATION

By: _____

Gregg S. Truxton, Vice President

Dated: August 8, 1995

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial members of ELECTRICAL SYSTEMS INTERNATIONAL, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$750,000.00

4. There have been no contributions to the Company made by the members other than cash contributions and contribution of promissory notes.

FURTHER AFFLIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial members of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: August 4, 1995


INITIAL MEMBERS:

JACK AZOUT

PATRICIA J. BOWEN

FILE NOW: Fee after May 1, will be \$263.75

96 FEB 14 10 44
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra U. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000617 ELECTRICAL SYSTEMS INTERNATIONAL, L.C. 1411 N.W. 89TH COURT MIAMI FL 33172 <div style="text-align: right; margin-top: 10px;"> GL-AR CUS CM </div>		1a. Principal Place of Business Address 1411 N.W. 89TH COURT MIAMI FL 33172 2890 NW 79th Avenue Miami, FL 33122	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business 2890 NW 79th Avenue Suite, Apt. #, etc.	2a. Mailing Address 2890 NW 79 Avenue Suite, Apt. #, etc.	3. Date Organized or Qualified 08/10/1995	3a. State of Formation FL
City & State Miami, FL	City & State Miami, FL	4. FEI Number 65-0606226	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33122	Country USA	5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required
7. Name and Address of Current Registered Agent KTG&S REGISTERED AGE, NT CORPORATION 100 S.E. 2ND STREET MIAMI FL 33131		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 50001-722405 -02/23/96 --01028--017 ***247-50 ***247-50 FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when recertifying)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	AZOUT, JACK	2890 NW 79th Avenue 411 N.W. 89TH COURT	MIAMI FL 33122
MGR	BOWEN, PATRICIA J DEL SACIO	2890 NW 79th Avenue 411 N.W. 89TH COURT	MIAMI FL 33172
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: _____		2/9/96 (305) 591-5900	