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**PROSPECTUS**  
**EQUAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 955750 107521A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 955750

CUSTOMER NO: 107521A

500001826025

CUSTOMER: Howard J. Milchman, Esq  
HOWARD J. MILCHMAN, ESQ

10833 N.W. 6th Street

Coral Springs, FL 33071

DOMESTIC FILING

NAME: A.J. BAEZ ELECTRICAL SERVICES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX PLAIN STAMPED COPY  
           CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 MAY 16 AM 10:03

5/17/94

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 16 AM 10:03

ARTICLES OF INCORPORATION  
OF

A.J. BAEZ ELECTRICAL SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A.J. BAEZ ELECTRICAL SERVICES, INC.

The address of the principal office of this corporation shall be 23338 Sunview Way , Boca Raton, Florida 33428, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10833 Northwest 6th Street, Coral Springs, Florida 33071, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Anthony J. Baez  
Dir.

23338 Sunview Way  
Boca Raton, Florida 33428

Lisa Baez  
Dir.

Same

Selena Figueroa  
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Anthony J. Baez Pres.	23338 Sunview Way Boca Raton, Florida 33428
Lisa Baez V.Pres.	Same
Selina Figueroa Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 16, 1996.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

KBR/meb

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 16 AM 10:00

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: A.J. Bnez Electrical Services, Inc.

2. The name and address of the registered agent and office is:

A.J. Bnez Electrical Services, Inc.

HOWARD J. MILCHMAN

(Name)

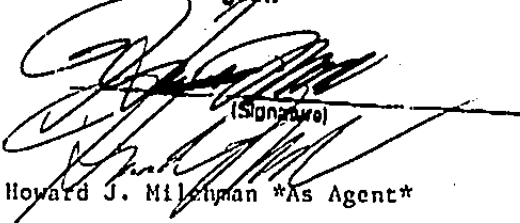
10833 Northwest 6th Street

(P.O. Box not acceptable)

Coral Springs, Florida 33071

(City/State/Zip)

*Having been named as registered agent and 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 and agree to act in this capacity, I further agree  
to comply with the provisions of all statutes relating to the proper and complete performance  
of my duties, and I am familiar with and accept the obligations of my position  
as registered agent.*

  
(Signature)  
Howard J. Milchman \*As Agent\*

May 16, 1996

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL