

PA7000028733

George Jarp
Requestor's Name

420 S. Dixie Hwy, #4
Address

Coral Gables, FL 33146
City/State/Zip Phone #

000002125580--7
-03/27/97--01024--013
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. NETWORK ENGINEERING SERVICES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
97 MAR 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

PH 3/31/97

ARTICLES OF INCORPORATION
OF
NETWORK ENGINEERING SERVICES, INC.

FILED
97 MAR 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of incorporation:

ARTICLE I

Name

The name of this Corporation is NETWORK ENGINEERING SERVICES, INC.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purpose for which the Corporation is organized are:

(a) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(B) To carry on all or any of the businesses of engineering, architecture, construction management, construction inspection, project management and any other related work and services.

(C) To engage in the business of engineering, construction inspection, construction management, project management, designing, manufacturing, buying,

selling, leasing and distributing machinery, devices, products, materials and accessories used in construction work of all kinds, including buildings, bridges, viaducts, sewers, sewage treatment, water purification works, dams, roads and pavements; to buy, sell, and otherwise deal in all kinds of materials and furnished products; to engage in a general contracting business to such an extent as it may consider necessary and expedient to assure satisfactory distribution, use, and application of any of the machinery, devices, products, materials or accessories herein above referenced to; to grant rights or shop rights to others, to any patent issued, pending, or still to be applied for to which it has title; to acquire by purchase or otherwise under control and operating under letters patent issued by the United States or by the government of any country whatsoever in securing any invention or improvement and any license or job rights under any such letters patent which may be considered useful, necessary, convenient or expedient in the prosecution of its business, and to sell such patent or patent rights or to grant rights or shop rights over to others; to lease, purchase, hold and operate such equipment and other property both real and personal as it may consider necessary, convenient, expedient or useful for the successful conduct of its business; in general to do all things proper and necessary for the successful conduct of its business.

(D) To carry on and conduct an engineering and architectural business, including the designing, inspection and management of buildings, roads, sidewalks, highways, bridges, or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefore, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

ARTICLE IV

Authorized Shares

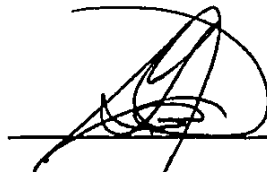
The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Initial Principal Office and Registered Agent

The street address of the initial principal office of the corporation is 420 South Dixie Highway, Suite 4F, Coral Gables, Florida, 33146 and the name of the initial registered agent is GEORGE JARP, whose address is 420 South Dixie Highway, Suite 4F, Coral Gables, Florida, 33146.

Having been named to accept service of process for the above stated Corporation, at place designated in the Articles of Incorporation, I Hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


George Jarp

ARTICLE VI

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to

time in accordance with the By-Laws. The initial Board of Directors Shall consist of two (2) Directors.

ARTICLE VII

Initial Board of Directors

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their successors have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
George Jarp	420 South Dixie Highway, Suite 4F Coral Gables, Florida 33146
Marilu Jarp	420 South Dixie Highway, Suite 4F Coral Gables, Florida 33146

ARTICLE VIII

Initial Incorporator

The Name and address of the initial incorporator is as follows:

George Jarp	420 South Dixie Highway, Suite 4F Coral Gables, Florida 33146
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ARTICLE IX

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE X

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(B) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director of officer of the Corporation, or by reason of his being or having been a director, officer employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the

request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to such matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be either (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable a quorum consisting of stockholders who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under law.

ARTICLE XI

Amendment

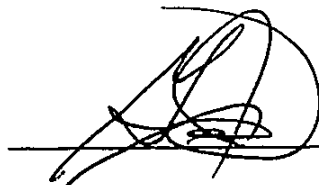
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97 MAR 27 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Coral Gables, Dade County, Florida, this 25 day of March, 1997.

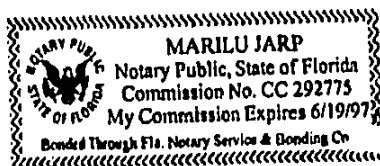


INCORPORATOR, GEORGE JARP

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, GEORGE JARP, (who is personally known to me) to me well known to be that person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.





Notary Public, State of Florida