

*PP900086607*

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000003001480--7

-09/30/99--01014--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. *E NETWORKS, INC.*

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time *2:00*

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**FILED**  
99 SEP 30 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

**RECEIVED**  
99 SEP 30 AM 11:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

E\* NETWORKS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is E\* NETWORKS, INC.

ARTICLE 11  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire  
Florida Bar No. 0480398  
ABE A. BAILEY, P.A.  
18350 N.W. 2nd Avenue, 5th Floor  
Miami, Florida 33169

FILED  
99 SEP 30 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE V

The name of the initial registered agent of this corporation is **Juan Nunez**. The street address of the initial registered office of the corporation in the State of Florida is **1861 Discovery Drive, Deerfield Beach, Florida 33442** and the principal place of business of the corporation is **18350 N.W. 2nd Avenue, Miami, Florida 33169**.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street addresses of the initial directors are:

|                   |   |
|-------------------|---|
| CHRISTOPHER JONES | 1120 SUSSEX DRIVE, APT. 1614<br>N. LAUDERDALE, FL 33068 |
| JUAN NUNEZ        | 1861 DISCOVERY DRIVE<br>DEERFIELD BEACH, FL 33442       |
| MARK B. BAILEY    | 4217 S.W. 51ST STREET<br>DAVIE, FLORIDA 33314           |

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is **Juan Nunez, 1861 Discovery Drive, Deerfield Beach, FL 33442**.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

#### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by

law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

Juan Nunez  
JUAN NUNEZ, -Incorporator

STATE OF FLORIDA    )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 28 day of Sept, 1999 by Juan Nunez, as the Incorporator of E\* NETWORKS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification driver license and did (did not) take an oath.



Maydelin Gil  
MY COMMISSION # CC557779 EXPIRES  
May 27, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Maydelin Gil  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

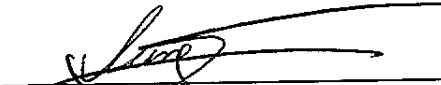
In compliance with Sections 48.091 and 607.034, Florida Statutes  
the following is submitted:

FIRST that **E\* NETWORKS, INC.**, desiring to organize or qualify  
under the laws of the State of Florida with its principal place of  
business at 18350 N.W. 2nd Avenue, Miami, Florida 33169 has named  
Juan Nunez, located at 1861 Discovery Drive, Deerfield Beach, Fl  
33442 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at Place designated in this Certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper performance  
of my duties.

Dated this 14 day of July, 1999.

By:   
JUAN NUNEZ  
Registered Agent

**FILED**  
99 SEP 30 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CONSENT TO ACTION TAKEN  
IN LIEU OF RE-ORGANIZATIONAL MEETING

OF

E\* NETWORKS, INC.

The undersigned being the incorporator of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on \_\_\_\_\_ with the Secretary of State of Florida was approved and inserted in the record book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

JUAN NUNEZ

CHRISTOPHER JONES

MARK BAILEY

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

| Office                             | Name              |
|------------------------------------|-------------------|
| President/Registered Agent         | JUAN NUNEZ        |
| Vice-President/Secretary/Treasurer | CHRISTOPHER JONES |
| Vice-President/Director            | MARK BAILEY       |

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel for the corporation were adopted and inserted in the record book.

The Seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

#### ISSUANCE OF INITIAL SHARES

##### (a) ACKNOWLEDGMENT OF SUBSCRIPTIONS:

The corporation hereby acknowledges that subscription were received by its and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

| Subscriber        | Number of Shares<br>Subscribed for | Consideration |
|-------------------|------------------------------------|---------------|
| JUAN NUNEZ        | 33 1/3%                            | \$ 1.00       |
| CHRISTOPHER JONES | 33 1/3%                            | \$ 1.00       |
| MARK BAILEY       | 33 1/3%                            | \$ 1.00       |

(b) PAYMENT OF SUBSCRIPTIONS: The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

(c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

(d) ALLOCATION OF PROCEEDS: of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

(e) DESIGNATION OF BANK DEPOSITORY: The Treasurer

of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to or otherwise the property of the corporation; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors.

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372 of the Internal Revenue Code and the property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service. Executed by the undersigned as first director of **E\* NETWORKS, INC.**, on the dates indicated.

Names of Directors

Date of Execution

  
JUAN NUNEZ

7/14/1999

  
CHRISTOPHER F. JONES

7/14/1999

  
MARK BAILEY

7/14/1999