

ORIGINAL

**LUSKY & MOTOLA, P.A.**

*Attorneys at Law*  
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Suite 345  
Coral Gables, Florida 33134

**ATTORNEYS**  
**JEFFREY LUSKY**  
**BERNARDO MOTOLA**

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FACSIMILE (305) 446-1205  
email: motolusk@bellsouth.net

RECEIVED - FPSC

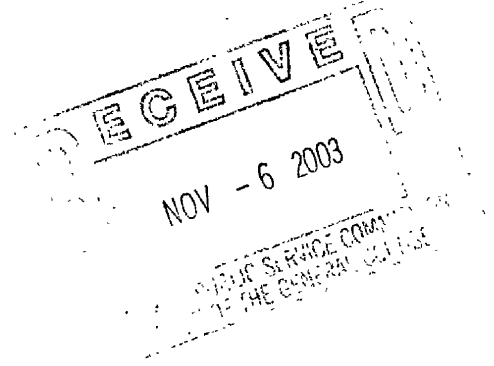
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COMMISSION  
CLERK  
OFFICE ADMINISTRATOR/LEGAL ASSISTANT  
ANA L. ARCIA

VIA USPS EXPRESS MAIL

November 5, 2003

Jason P. Rojas, Esq.  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-7019



030873-TX

**RE: Amended Application for Authority to Provide Alternative Local Exchange Telecommunications Service by Utility USA, Inc./Offer to Settle Regulatory Assessments and Penalties**

Dear Mr. Rojas:

In accordance with our previous telephone conversations in the last two weeks, we are hereby enclosing an Amended Application for Authority to Provide Alternative Local Exchange Telecommunications Service, on behalf of our client Utility USA, Inc., reflecting changes requested by the PSC.

Oscar Nodarse, an officer and owner of Utility and a former owner and officer of Telebeeper, Inc. is agreeable to making payment of regulatory assessment fees (RAF), plus interest and penalty in the total amount of \$720.50 for 2000, 2001 and 2002. Be advised that Mr. Nodarse sold Telebeeper, Inc. in April of 2001 and transferred full responsibility to the new owner. In the interest, however, of resolving pending issues that would assist the expedited acquisition of the certificate of authority, our client agrees to pay the total RAF.

You have also advised that Utility USA is to be fined for having operated without certification and using faulty Letters of Authorization. Be advised that our client was making an attempt to transfer customers when he experienced an unexpected acrimonious split with Aby Matari at Flatel, Inc. He was abruptly ousted from the company, notwithstanding his 22.22% ownership of Flatel, Inc. Mr. Nodarse was the original founder and sole shareholder of Flatel. It is anticipated that a civil action will be brought against Aby Matari and Flatel, Inc. to resolve the pending dispute.

The LOA's were used for a very short period of less than two weeks and proved to be unsuccessful as no customers were actually switched. Currently, Mr. Nodarse has been using LOA's, pre-

- AUS \_\_\_\_\_
- CAF \_\_\_\_\_
- CMP \_\_\_\_\_
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL \_\_\_\_\_
- OPC \_\_\_\_\_
- MMS \_\_\_\_\_
- SEC 1
- OTH NONNYE

DOCUMENT NUMBER-DATE

11256 NOV 12 8

FPSC-COMMISSION CLERK

Jason P. Rojas, Esq  
November 5, 2003  
Page Two

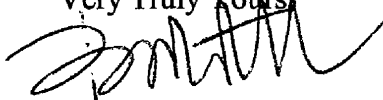
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approved by Mr. Kennedy at the PSC for Universal Wireless. Again, without admitting liability and in the interest of assisting in the acquisition of the certificate of authority for Utility USA, Mr. Nodarse offers to settle the fine for operating without certification for the total sum of \$5,000.00. You have advised that the application for Utility will be scheduled for the November 20, 2003 agenda.

Kindly contact me at your earliest convenience with your comments relative to this matter.

We look forward to working the swift resolution of this matter with you.

Very Truly Yours,



Bernardo Motola

BM/ala

cc: Utility USA, Inc.

Jorge Chamizo, Esq.

ORIGINAL

030873-TX

**\*\* FLORIDA PUBLIC SERVICE COMMISSION \*\***

**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT**  
**CERTIFICATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE**  
**ALTERNATIVE LOCAL EXCHANGE SERVICE**  
**WITHIN THE STATE OF FLORIDA**

**Instructions**


- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission**  
**Division of the Commission Clerk and Administrative Services**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6770**

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission**  
**Division of Competitive Markets and Enforcement**  
**Certification**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6600**

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:  


03 AUG 29 AM 11:36

DISPATCH CENTER  
08127 SEP-28

## APPLICATION

1. This is an application for  (check one):

- Original certificate (new company).
- Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
- Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Utility USA, Inc.

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3. Name under which the applicant will do business (fictitious name, etc.):

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4. Official mailing address (including street name & number, post office box, city, state, zip code):

3957 JOG ROAD

---

GREENACRES, FL 33467

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---

**5. Florida address (including street name & number, post office box, city, state, zip code):**

3957 JOG ROAD  
GREENACRES, FL 33467

**6. Structure of organization:**

- |  |   |
|--|---|
| <input type="checkbox"/> Individual          | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership    |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership    |
| <input type="checkbox"/> Other _____         |   |

**7. If individual, provide:**

Name: N/A

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

**8. If incorporated in Florida, provide proof of authority to operate in Florida:**

- (a) The Florida Secretary of State corporate registration number:  
CORPORATE CHARTER NUMBER P03000092192  
A Certified copy of Articles of Incorporation is attached as Exhibit I

9. If foreign corporation, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

N/A

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:  
G03238900224

11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

N/A

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: N/A

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: 561-642-5448

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: N/A

14. Provide F.E.I. Number(if applicable): 20-0173084

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

None of the officers, directors, or ten largest stockholders of the Corporation have previously been adjudged bankrupt, mental incompetent, or found guilty of any felony or of any crime, and no proceedings are pending which would result in such actions.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

OSCAR NODARSE

FLATEL, INC. - 22.22% STOCK HOLDER STILL

TELEBEEPER, INC. -DBA OSCATEL COMMUNICATIONS DIRECTOR

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Oscar Carvajal

Title: President, Utility USA, Inc.

Address: 3957 JOG ROAD

City/State/Zip: GREENACRES, FL 33467

Telephone No.: 561-642-4848

Fax No.: 561-642-5448

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

**(b) Official point of contact for the ongoing operations of the company:**

Name: OSCAR NODARSE  
Title: Vice-President, Utility USA, Inc.  
Address: 3957 JOG ROAD  
City/State/Zip: GREENACRES, FL 33467  
Telephone No.: 561-642-4848 Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

**(c) Complaints/Inquiries from customers:**

Name: Customers may call the company at its customer

Title: Service number or may contact the company in writing

Address: at 3957 JOG ROAD

City/State/Zip: GREENACRES, FL 33467

Telephone No.: 561-642-4848 Fax No.: 561-642-5448

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

**17. List the states in which the applicant:**

**(a) has operated as an alternative local exchange company.**

FLORIDA- MR NODARSE UNDER FLATEL INC. AND TELEBEEPER INC.

NOT UNDER UTILITY USA, INC.

**(b) has applications pending to be certificated as an alternative local exchange company.**

NO

**(c) is certificated to operate as an alternative local exchange company.**

FLORIDA\_ MR. NODARSE UNDER FLATEL INC.

NOT UNDER UTILITY USA, INC.



- 
- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

YES - TELEBEEPER, INC. HAD PENALTIES IMPOSED  
WHEN IT WASN'T PAID, THE CERTIFICATE WAS CANCELED.

- 
- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

YES - TELEBEEPER, INC. HAD PENALTIES IMPOSED.

WHEN THEY WEREN'T PAID CERTIFICATE WAS CANCELLED.

- 
- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

NO CIVIL court proceedings involving applicant in any state.

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**18. Submit the following:**

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**

Attached as Exhibit VI

- B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

Attached as Exhibit VI & VII

**C. Financial capability.**

The application should contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet: Attached as Exhibit III
2. income statement: and Attached as Exhibit IV
3. statement of retained earnings. The applicant is a newly formed corporation and does not have audited financial statements.

**NOTE:** *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) ~~should be provided:~~

1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.  
Attached as Exhibit V
2. written explanation that the applicant has sufficient financial capability to maintain the requested service.  
Attached as Exhibit V
3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.  
Attached as Exhibit V

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Oscar Carvajal  
\_\_\_\_\_  
**Print Name**  
President  
\_\_\_\_\_  
**Title**  
(561) 642-4848  
\_\_\_\_\_  
**Telephone No.**

*Oscar Carvajal*  
\_\_\_\_\_  
**Signature**  
08-28-03      1031-03  
\_\_\_\_\_  
**Date**  
561-642-5448  
\_\_\_\_\_  
**Fax No.**

**Address:**      3597 JOG ROAD  
\_\_\_\_\_  
GREENACRES, FL 33467  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

**UTILITY OFFICIAL:**

Oscar Carvajal  
\_\_\_\_\_  
**Print Name**  
President, Chief Executive Officer  
and Chief Financial Officer

\_\_\_\_\_  
**Title**  
  
(561) 642-4848  
\_\_\_\_\_  
**Telephone No.**

*Oscar Carvajal*  
\_\_\_\_\_  
**Signature**  
  
08-28-03                      10-31-03  
\_\_\_\_\_  
**Date**  
  
561-642-5448  
\_\_\_\_\_  
**Fax No.**

**Address:**      3957 JOG ROAD  
\_\_\_\_\_  
GREENACRES, FL 33467  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**INTRASTATE NETWORK (if available)**

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

**1. POP: Addresses where located, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

**2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

**3. TRANSMISSION FACILITIES: POP-to-POP facilities by type-of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.**

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

# CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) \_\_\_\_\_  
(Title) \_\_\_\_\_ of (Name of Company)

and current holder of Florida Public Service Commission Certificate Number # \_\_\_\_\_  
\_\_\_\_\_, have reviewed this application and join in the petitioner's request for a:

- ( ) sale
- ( ) transfer
- ( ) assignment

of the above-mentioned certificate.

## UTILITY OFFICIAL:

Print Name \_\_\_\_\_

Signature \_\_\_\_\_

Title \_\_\_\_\_

Date \_\_\_\_\_

Telephone No. \_\_\_\_\_

Fax No. \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

# Alternative Local Exchange Company Regulatory Assessment Fee Return

**STATUS:**

- \_\_\_\_\_ Actual Return
- \_\_\_\_\_ Estimated Return
- \_\_\_\_\_ Amended Return

**Florida Public Service Commission**  
(See Filing Instructions on Back of Form)

**FIELD(1)**

**FOR PSC USE ONLY**

Check# \_\_\_\_\_

\$ \_\_\_\_\_ 0603006  
003001

\$ \_\_\_\_\_ P  
0603006  
004011

\$ \_\_\_\_\_ I

Postmark Date \_\_\_\_\_

Initials of Preparer \_\_\_\_\_

**PERIOD COVERED:**

**FIELD(3)**

Please Complete Below If Official Mailing Address Has Changed

(Name of Company)	(Address)	(City/State)	(Zip)
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LINE NO.	ACCOUNT CLASSIFICATION	FLORIDA GROSS OPERATING REVENUE	INTRASTATE REVENUE
1.	Basic Local Services	_____	_____
2.	Long Distance Services (IntraLATA only)**	_____	_____
3.	Access Services	_____	_____
4.	Private Line Services	_____	_____
5.	Leased Facilities & Circuits Services	_____	_____
6.	Miscellaneous Services	_____	_____
7.	<b>TOTAL REVENUES</b>	\$ _____	_____
8.	LESS: Amounts Paid to Other Telecommunications Companies* (see "2. Fees" on back).	_____	_____
9.	Net Intrastate Operating Revenue for Regulatory Assessment Fee Calculation (Line 7 less Line 8)	_____	_____
10.	Regulatory Assessment Fee Due (Multiply Line 9 by 0.0015)	_____	_____
11.	Penalty for Late Payment (see "3. Failure to File by Due Date" on back)	_____	_____
12.	Interest for Late Payment (see "3. Failure to File by Due Date" on back)	_____	_____
13.	<b>TOTAL AMOUNT DUE</b>	\$ _____	_____

\* These amounts must be intrastate only and must be verifiable.

\*\* Other long distance revenue must be listed on the Interexchange Regulatory Assessment Fee Return.

**AS PROVIDED IN SECTION 364.336, FLORIDA STATUTES, THE MINIMUM ANNUAL FEE IS \$50**

**CURRENT COMPANY STATUS**

Facilities-Based Provider

- Reseller
- Other: \_\_\_\_\_

**BILLING INFORMATION**

Complete below if billing agent if other than yourself.

(Name)	(Address: City/State/Zip)	(Telephone)
--------	---------------------------	-------------

**COMPANY INFORMATION**

Do you lease telecommunications facilities?  YES  NO

If YES, who do you lease these facilities from? Name: \_\_\_\_\_

Address: \_\_\_\_\_

I, the undersigned owner/officer of the above-named company, have read the foregoing and declare that to the best of my knowledge and belief the above information is a true and correct statement. I am aware that pursuant to Section 837.06, Florida Statutes, whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his/her duty shall be guilty of a misdemeanor of the second degree.

(Signature of Company Official)	(Title)	(Date)
---------------------------------	---------	--------

(Preparer of Form - Please Print Name)	Telephone Number ( )	Fax Number ( )
--	----------------------	----------------

**FLORIDA PUBLIC SERVICE COMMISSION**  
Instructions For Filing Regulatory Assessment Fee Return  
(Alternative Local Exchange Company)

- WHEN TO FILE:** For companies which owed a total of \$10,000 or more of assessment fee for the preceding calendar year, this Regulatory Assessment Fee Return and payment must be filed or postmarked:

*On or before July 30 for the six-month period January 1 through June 30, AND  
On or before January 30 for the six-month period July 1 through December 31.*

For companies which owed a total of less than \$10,000 of assessment fee for the preceding calendar year, this Regulatory Assessment Fee Return and payment must be filed or postmarked:

*On or before January 30 for the prior twelve-month period January 1 through December 31.*

However, when July 30 or January 30 falls on a Saturday, Sunday, or holiday, the Regulatory Assessment Fee Return may be filed or postmarked on the next business day, without penalty or interest.

- FEES:** Each company shall pay 0.0015 of its gross operating revenues derived from intrastate business, as referenced in Rule 25-4.0161(1), F.A.C. Gross Operating Revenues are defined as the total revenues before expenses. Gross Intrastate Operating Revenues are defined as revenues from calls originating and terminating within Florida. Do not deduct any expenses, taxes, or uncollectibles from these amounts.

On Line 8, deduct any amounts paid to another telecommunications company for the use of any telecommunications network to provide service to its customers. *Do not deduct any taxes, federal subscriber line charges, interstate long distance access charges, or amounts paid for nonregulated services such as voice mail, inside wire, maintenance, or equipment purchases/rentals.* **DEDUCTIONS MUST BE INTRASTATE ONLY AND MUST BE VERIFIABLE.**

- FAILURE TO FILE BY DUE DATE:** Failure to file a return by the established due date will result in a penalty being added to the amount of fee due, 5% for each 30 days or fraction thereof, not to exceed a total penalty of 25% (Line 11). In addition, interest shall be added in the amount of 1% for each 30 days or fraction thereof, not to exceed a total of 12% per year (Line 12). A Regulatory Assessment Fee Return must be completed, signed, and filed even if there are no revenues to report or if the minimum amount is due.

*When a company fails to timely file a Regulatory Assessment Fee Return, the Commission has the authority to order the company to pay a penalty and/or cancel the company's certificate. The company will have an opportunity to respond to any proposed Commission action.*

- EXTENSION:** A request for an extension of time up to 30 days may be made by filing the enclosed *Request for Extension to File Regulatory Assessment Fee Return* form (PSC/ADM-124), two weeks prior to the filing date. When an extension is granted, a charge shall be added to the amount due:

0.75% of the fee to be remitted for an extension of 15 days or less, or  
1.5% of the fee for an extension of 16 to 30 days.

In lieu of paying the charges outlined above, a company may file a return and remit payment based upon estimated gross operating revenues. If such return is filed by the normal due date, the company shall be granted a 30-day extension period in which to file and remit the actual fee due without paying the above charges, provided the estimated fee payment remitted is at least 90% of the actual fee due for the period. An automatic 30-day extension to file an actual return may be obtained by checking the "Estimated Return" space in the top left-hand corner on the reverse side.

- FEE ADJUSTMENTS:** You will be notified as to the amount and reason for any fee adjustment. Penalty and interest charges may be applicable to additional amounts owed the Commission by reason of the adjustment. The company may file a written request for a refund of any overpayments. The request should be directed to Fiscal Services at the below-referenced address.

- MAILING INSTRUCTIONS:** Please complete this form, make a copy for your files, and return the original in the enclosed preaddressed envelope. Use of this envelope should assure a more accurate and expeditious recording of your payment. **Make your check payable to the Florida Public Service Commission.** If you are unable to use the envelope, please address your remittance as follows:

Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850  
  
ATTENTION: Fiscal Services

**ADDITIONAL ASSISTANCE:** If you need additional assistance in preparing your Regulatory Assessment Fee Return or regarding telecommunications facilities, please contact the Division of Competitive Services at (850) 413-6600. This division may be contacted at the above-referenced address, directing correspondence to the attention of the division.



## *Certified Copy*

I certify the attached is a true and correct copy of the Articles of Incorporation of UTILITY USA, INC., a Florida corporation, filed electronically on August 22, 2003 effective August 21, 2003, as shown by the records of this office.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P03000092192.

Authentication Code: 030822112222-500022490065#1

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty Second day of August, 2003



*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

**Electronic Articles of Incorporation  
For**

P03000092192  
FILED  
August 22, 2003  
Sec. Of State

UTILITY USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

UTILITY USA, INC.

**Article II**

The principal place of business address:

3957 JOG ROAD  
GREENACRES, FL. 33467

The mailing address of the corporation is:

3957 JOG ROAD  
GREENACRES, FL. 33467

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, AND THE LAWS OF THE STATE OF FLORIDA, PRIMARILY TO ENGAGE IN THE SALES AND REPAIR OF CELLULAR TELEPHONES, BEEPERS AND HOME TELEPHONE.

**Article IV**

The number of shares the corporation is authorized to issue is:

100

**Article V**

The name and Florida street address of the registered agent is:

OSCAR CARVAJAL  
3957 JOG ROAD  
GREENACRES, FL. 33467

I certify that I am familiar with and accept the responsibilities of registered agent.

P03000092192  
FILED  
August 22, 2003  
Sec. Of State

Registered Agent Signature: OSCAR CARVAJAL

### Article VI

The name and address of the incorporator is:

OSCAR CARVAJAL  
3957 JOG ROAD  
GREENACRES, FL 33467

Incorporator Signature: OSCAR CARVAJAL

### Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD  
OSCAR CARVAJAL  
3957 JOG ROAD  
GREENACRES, FL. 33467

Title: VD  
OSCAR NODARSE  
3957 JOG ROAD  
GREENACRES,, FL. 33467

### Article VIII

The effective date for this corporation shall be:

08/21/2003

**UTILITY USA, INC.**  
**FORECASTED INCOME STATEMENT**  
**FIRST YEAR OF OPERATIONS (12 MONTHS)**

**REVENUE**

Telephone Operations	\$1,248,750	
Other Communications	\$3,246,750	
Total Revenue		\$4,495,500

**DIRECT COST**

Facilities	\$ 289,510	
Long Distance & Local Srvc	\$1,778,420	
Total Direct Cost		\$2,067,930

Gross Margin		\$2,427,570
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**EXPENSES**

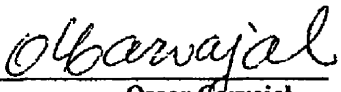
Salaries	\$ 525,000	
Utilities	\$ 25,000	
Interest	\$ 220,000	
Depreciation	\$ 250,000	
Miscellaneous	\$ 5,000	
Total Expenses		\$1,025,000

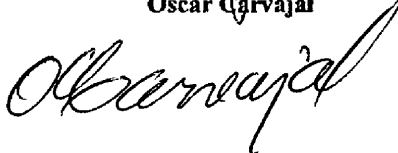
Operating Income Before Taxes		\$1,402,570
Income Taxes		533,000

<b>NET INCOME</b>		<b>\$869,570</b>
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I attest that this Financial Statement is true and correct.

Chief Executive Officer  
and Chief Financial Officer

  
\_\_\_\_\_  
Oscar Carvajal



**EXHIBIT**  
**II**

**UTILITY USA, INC.  
UNAUDITED  
BALANCE SHEET  
AS OF JULY 2003**

**ASSETS**

Current Assets

Cash 7,500.00

**TOTAL CURRENT ASSETS 7,500.00**

Fixed Assets

Office Furn & Fixtures 2,500.00

Machinery & Equip 2,500.00

**TOTAL FIXED ASSETS 5,000.00**

**TOTAL ASSETS**

**\$12,500.00**

**LIABILITIES AND EQUITY**

Long Term Liabilities

Shareholders Loans 12,400.00

**TOTAL LONG TERM LIABILITIES 12,400.00**

Equity

Common Stock 100.00

**TOTAL EQUITY 100.00**

**TOTAL LIABILITIES AND EQUITY**

**\$12,500.00**

I attest that this Financial Statement is true and correct.

Chief Executive Officer  
and Chief Financial Officer

  
\_\_\_\_\_  
Oscar Carvajal



**EXHIBIT  
III**

**UTILITY USA, INC.**  
**FORECASTED BALANCE SHEET**  
**END OF FIRST YEAR OF OPERATIONS**

**ASSETS**

**CURRENT ASSETS**

Cash	\$1,569,570	
Accounts Receivable	235,000	
<b>Total Current Assets</b>		<b>\$2,054,570</b>

Equipment	\$2,500,000	
Accumulated Depreciation	250,000	
Depreciation Costs		\$2,500,000
<b>Total Assets</b>		<b>\$4,304,570</b>

**LIABILITIES AND EQUITY**

**CURRENT LIABILITIES**

Accounts Payable	\$ 250,000	
Short Term Notes	250,000	
Income Taxes	533,000	
Other ST Liabilities	2,000	
<b>Total Current Liabilities</b>		<b>\$1,035,000</b>

Long Term Liabilities	\$2,000,000	
<b>Total Liabilities</b>		<b>\$3,035,000</b>

**EQUITY**

Initial Investment	\$200,000	
Paid in Capital	200,000	
Retained Earnings	869,570	
<b>Total Equity</b>		<b>\$1,269,570</b>

<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$4,304,570</b>
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I attest that this Financial Statement is true and correct.

Chief Executive Officer  
and Chief Financial Officer

*Oscar Carvajal*  


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Oscar Carvajal  
*Oscar Carvajal*

**EXHIBIT**  
**IV**

**EXHIBIT V**

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While the cash flow from operations is expected to be sufficient in providing needed operating funds, I Oscar Carvajal, CEO for Utility USA, Inc. will pledge my personal assets should additional financing become necessary.

I currently own a controlling interest in El Mariachi, Inc. and Utility USA, Inc. The net value of my interest in these companies exceeds \$0.5 million and can be pledged to raise additional capital.

Several investors have also expressed an interest in investing in Utility USA, Inc. and the sale of stock to investors is another option to raise additional capital.

By my signature, I attest that the foregoing information is true and correct.

Chief Executive Officer

Oscar Carvajal  
Oscar Carvajal

Chief Financial Officer

Oscar Carvajal  
Oscar Carvajal

**EXHIBIT**

**V**

# FLA MAIL



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Date In Mo. Day Year <b>11-5-03</b>	<input type="checkbox"/> 2 Noon <input type="checkbox"/> 3 PM	Postage \$ <b>13.05</b>	
Time In <input type="checkbox"/> AM <input checked="" type="checkbox"/> PM <b>8:30</b>	Military <input type="checkbox"/> 2nd Day <input type="checkbox"/> 3rd Day	Return Receipt Fee	
Weight lbs. <b>5.30</b> ozs.	Int'l Alpha Country Code	COD Fee	Insurance Fee
No Delivery <input type="checkbox"/> Weekend <input type="checkbox"/> Holiday	Acceptance Clerk Initials <b>MJD</b>	Total Postage & Fees \$ <b>12.65</b>	

DELIVERY (POSTAL USE ONLY)		
Delivery Attempt	Time	Employee Signature
Mo. Day	<input type="checkbox"/> AM <input type="checkbox"/> PM	
Delivery Attempt	Time	Employee Signature
Mo. Day	<input type="checkbox"/> AM <input type="checkbox"/> PM	
Delivery Date	Time	Employee Signature
Mo. Day	<input type="checkbox"/> AM <input type="checkbox"/> PM	

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