

May 15, 2001

**Via Federal Express**

Ms. Blanca S. Bayo  
Director, Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

010749-77

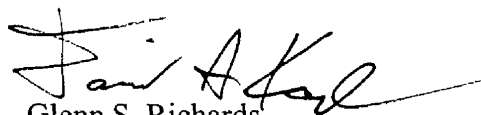
**Re: Application of Miketronics, Inc. for Authority to Provide  
Interexchange Telecommunications Service Between Points Within  
the State of Florida**

Dear Ms. Bayo:

On behalf of Miketronics, Inc. ("Miketronics"), transmitted herewith for filing are an original and six (6) copies of its Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida. Also enclosed is a check in the amount of \$250 payable to the Florida Public Service Commission in payment of the requisite filing fee.

Please date-stamp the "Receipt" copy of the enclosed filing and return it in the enclosed self-addressed, stamped envelope. Please refer all questions and correspondence regarding this filing to the undersigned.

Very truly yours,



Glenn S. Richards  
David S. Konczal

Counsel for Miketronics, Inc.

Enclosures

**APPLICATION FORM FOR AUTHORITY TO PROVIDE  
INTEREXCHANGE TELECOMMUNICATIONS SERVICE  
BETWEEN POINTS WITHIN  
THE STATE OF FLORIDA**

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

**Original certificate** (new company).

**Approval of transfer of existing certificate:**

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

**Approval of assignment of existing certificate:**

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

**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:

Miketronics, Inc.

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

Not applicable

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

Miketronics, Inc.  
3400 NE 192 Street, Suite 1012  
Aventura, Florida 33180  
Telephone: (305) 908-9367  
Facsimile: (305) 908-9368

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

Miketronics, Inc.  
3400 NE 192 Street, Suite 1012  
Aventura, Florida 33180  
Telephone: (305) 908-9367  
Facsimile: (305) 908-9368

Select type of business your company will be conducting  (check all that apply):

- Facilities-based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. 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               |   |

8. **If individual**, provide: Not applicable

**Name:**

**Title:**

**Address:**

**City/State/Zip:**

**Telephone No.:**

**Fax No:**

**Internet E-Mail Address:**

**Internet Website Address:**

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

- (a) **The Florida Secretary of State Corporate Registration number:** P98000049650

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

- (a) **The Florida Secretary of state Corporate Registration number:**  
Not applicable

11. **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:** Not applicable

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

- (a) **The Florida Secretary of State registration number:**  
Not applicable

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

**Name:** Not applicable

**Title:**

**Address:**

**City/State/Zip:**

**Telephone No.:**

**Fax No.:**

**Internet E-Mail Address:**

**Internet Website Address:**

14. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. N/A

(a) **The Florida registration number:** Not applicable

15. Provide **F.E.I. Number** (if applicable):

65-0856094

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

(  ) Yes (  ) No

(b) If not, who will bill for your services?

**Name:** Not applicable

**Title:**

**Address:**

**City/State/Zip:**

**Telephone No.:**

**Fax No.:**

(c) How is this information provided:

Applicant provides its customers with a written bill each month.

17. Who will receive the bills for your service?

- |   |   |
|---|---|
| <input type="checkbox"/> Residential Customers                              | <input checked="" type="checkbox"/> Business Customers    |
| <input type="checkbox"/> PATs providers                                     | <input type="checkbox"/> PATs station end-users           |
| <input type="checkbox"/> Hotels & motels                                    | <input type="checkbox"/> Hotel & motel guests             |
| <input type="checkbox"/> Universities                                       | <input type="checkbox"/> Universities dormitory residents |
| <input checked="" type="checkbox"/> Other: (specify) interexchange carriers |   |

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

(a) The application:

**Name:** Glenn S. Richards, Esq. and David Konczal, Esq.

**Title:** Attorneys for Comm South Companies, Inc.

**Address:** Shaw Pittman  
2300 N Street, N.W.

**City/State/Zip:** Washington, DC 20037-1128

**Telephone No.:** (202) 663-8000      **Fax No.:** (202) 663-8007

**Internet E-Mail Address:** glenn.richards@shawpittman.com  
david.konczal@shawpittman.com

**Internet Website Address:** www.shawpittman.com

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

**Name:** Mike Vazquez, Sr.

**Title:** President

**Address:** 3400 NE 192 Street, Suite 1012

**City/State/Zip:** Aventura, FL 33180

**Telephone No.:** (305) 908-9367

**Fax No.:** (305) 908-9368

**Internet E-Mail Address:** Mikesr@mvazquez.com

**Internet Website Address:**

(c) Complaints/Inquiries from customers:

**Name:** Mike Vazquez, Sr.

**Title:** President

**Address:** 3400 NE 192 Street, Suite 1012

**City/State/Zip:** Aventura, FL 33180

**Telephone No.:** (305) 908-9367

**Fax No.:** (305) 908-9368

**Internet E-Mail Address:** Mikesr@mvazquez.com

**Internet Website Address:**

19. List the states in which the Applicant:

- (a) has operated as an interexchange telecommunications company.

None.

- (b) has applications pending to be certificated as an interexchange telecommunications company.

None.

- (c) is certificated to operate as an interexchange telecommunications company.

Applicant has been providing wholesale international and domestic interstate interexchange services pursuant to FCC authority, since it was certified on January 22, 1999. See FCC File No. 214-19981203-00849.

- (d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

None.

**\*\*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 its 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. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that non-refundable application fee of \$250.00 must be submitted with the application.

**UTILITY OFFICIAL:**

Signature

Title: President

Address: 3400 NE 192 Street  
Suite 1012  
Aventura, FL 33180

Date

5/2/2001

Telephone No: (305) 908-9367

Fax No: (305) 908-9368

**ATTACHMENTS:**

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D - AFFIDAVIT
  - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
  - GLOSSARY



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

None.

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

None.

20. 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. If so, please explain.

No.

- (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.

No.

21. The applicant will provide the following interexchange carrier services  $\checkmark$  (check all that apply):

- a. **MTS with distance sensitive per minute rates**

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

- b. **MTS with distance sensitive per minute rates**

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

- c.    √    **MTS with statewide flat rates per minute (i.e. not distance sensitive)**
  - Method of access is FGA
  - Method of access is FGB
  - √    Method of access is FGD
  - Method of access is 800
- d.    **MTS for pay telephone service providers**
- e.    **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**
- f.    √    **800 service (toll free)**
- g.    √    **WATS type service (bulk or volume discount)**
  - Method of access is via dedicated facilities
  - √    Method of access is via switched facilities
- h.    **Private line services (Channel Services)**  
(For ex. 1.544 mbs., DS-3, etc.)
- i.    **Travel service**
  - Method of access is 950
  - Method of access is 800
- j.    **900 service**
- k.    **Operator services**
  - Available to presubscribed customers
  - Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals).
  - Available to inmates

1. **Services included are:**

Station assistance  
Person-to-person assistance  
Directory assistance  
Operator verify and interrupt  
Conference calling

22. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25024.485 (example enclosed).

Applicant proposes to provide only wholesale telecommunications services, no retail services. Accordingly, Applicant is not including a proposed tariff at this time as it understands that pursuant to Florida rules no tariff is required for wholesale services. Should Applicant decide to provide retail services in the future, it will file a tariff with the Commission in accordance with its rules.

23. Submit the following:

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

See Attachment A.

- 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.

See Attachment A.

- 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;
2. income statement; and
3. statement of retained earnings.

**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.

See Attachment B.

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

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

See Attachment B.

**CERTIFICATE 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:

( ) transfer

( ) assignment

of the above-mentioned certificate.

**UTILITY OFFICIAL:**

Signature

Date

Title:

Telephone No:

Address:

Fax No:

**\*\*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 its 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. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that non-refundable application fee of \$250.00 must be submitted with the application.

**UTILITY OFFICIAL:**

Signature

Title: President

Address: 3400 NE 192 Street  
Suite 1012  
Aventura, FL 33180

Date

5/2/2001

Telephone No: (305) 908-9367

Fax No: (305) 908-9368

**ATTACHMENTS:**

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
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- D - AFFIDAVIT
  - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
  - GLOSSARY

**\*\*APPENDIX A\*\***

**CERTIFICATE 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:

( ) transfer

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of the above-mentioned certificate.

**UTILITY OFFICIAL:**

Signature

Date

Title:

Telephone No:

Address:

Fax No:



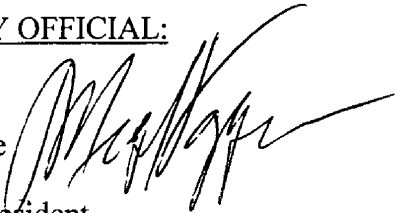
**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please / check one):

- ( / ) The applicant will **not** collect deposits nor will it collect payments for service more than one month in advance.
  
- ( ) The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month. (The bond must accompany the application.)

UTILITY OFFICIAL:

Signature



Date

5/2/2001

Title: President

Address: 3400 NE 192 Street  
Suite 1012  
Aventura, FL 33180

Telephone No: (305) 908-9367

Fax No: (305) 908-9368

**CURRENT FLORIDA INTRASTATE SERVICES**

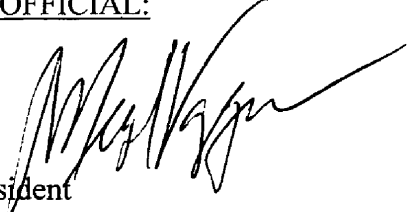
Applicant **has** ( ) or **has not** ( X ) previously provided intrastate telecommunications in Florida.

If the answer is has, fully describe the following:

- a) What services have been provided and when did these services begin?
- b) If the services are not currently offered, when were they discontinued?

Not applicable.

UTILITY OFFICIAL:

Signature 

Date 5/2/2001

Title: President  
Address: 3400 NE 192 Street  
Suite 1012  
Aventura, FL 33180

Telephone No: (305) 908-9367  
Fax No: (305) 908-9368

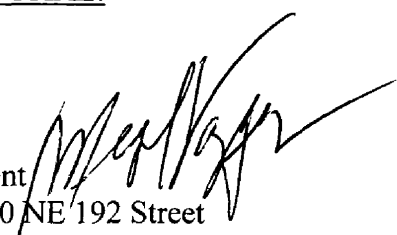
**AFFIDAVIT**

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 interexchange 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:

Signature



Date

5/2/2001

Title: President

Address: 3400 NE 192 Street  
Suite 1012  
Aventura, FL 33180

Telephone No: (305) 908-9367

Fax No: (305) 908-9368

**ATTACHMENT A**  
**Managerial and Technical Qualifications**

Applicant is managerially and technically qualified to provide the telecommunications services proposed in this application. Applicant has been providing wholesale international interexchange and domestic interstate interexchange services since January 1999. A summary of the work history and telecommunications experience of Applicant's president, Mike Vazquez, Sr., is provided in the resume attached hereto. Further, Applicant has contracted with Planet Com Inc., a network management company, for the provision of network monitoring, engineering services, and configuration management. Accordingly, Applicant will have the technical resources and support it needs to serve its customers and address any network problems that may arise.

# Mike Vázquez

---

## Objective

## Experience

1995–Present                      **Miketronics Inc.**                      Aventura, FL.

### **President / Owner**

- Manage Colo+, a 22,000 square foot facility where fiber from TCG/AT&T, MCI/MFS, NEXTLINK/XO, FPL FIBER NET and BELL SOUTH are installed for the telephone traffic of about 20 Long Distance / Debit Cards Companies. Technical Support, Leasing of Space, Power provisioning and liaison for all customer needs.
- Resale of Long distance from Privave lines through contracts with Empresa de Telefonos de Bogotá, Colombia y Saltel in El Salvador.
- Providing Consulting Services to telecommunications companies in order to install direct lines from Central and South America to the Miami TELEVISIONES COMMUNICATIONS CORP. Teleport Building via satellite.
- Design , install IVR and ACD systems for processing of 900 (pay per Call) traffic Systems installed I Venezuela, Colombia, Dominican Republic, El Salvador, etc.

1991–1995                      **Advanced Telemedia Inc.**                      Miami, FL.

### **V.P. Operations**

- Responsible for the creation of "Pay per call" also known as "900 Lines" in Central and South America.. Liaison with local Telephone or Cellular Companies in order to create the process of the call including the technical requirements as well as the billing and collection Some of the Countries where the system has been implemented are: Colombia, Venezuela, Dominican Republic, Argentina, El Salvador (via long distance). Etc.

1971–1991                      **MikeTronics Inc..**                      Miami, FL.

### **President / Owner.**

- Created in Washington DC where is still in operation moved to South Florida in 1981,. Providing design, installation and maintenance of Telephone and Computer Networks. Installation of Point of sale and Medical Network Systems designed to customer specifications..

1964–1971      **LTV Electrosystems**, Melpar Division.    Wash. DC.  
Liaison between US Government Inspectors and LTV. Responsible for meeting all the contract technical requirements imposed by Military Standards in all Government Contracts. Created in Washington DC  
The Melpar Division specialty was the design, construction and installation of Counter Measurements Devices.. Clearance held: Top Secret.

**Education**

EE at Havana University. Graduated 1960

- Associates Degree in Electronics at Escuela Electro-Mecanica de Belen. Graduated 1958.
- Associates Degree in Communications. (Required by the Cuban Government). Graduated 1959.
- Associated Degree in Electronics. Emerson Institute. Washington DC Graduated 1962
- Computer Science Associated Degree. Northern Virginia Community College. Graduated 1972.

**Interests**

Hold Private Pilot license, like all outdoor activities. fishing, skiing, racquetball, tennis, etc.

**ATTACHMENT B**  
**Financial Qualifications**

In support of its financial qualifications, Applicant submits its unaudited financial statements for the years 1998, 1999 and 2000 (see attached). Applicant has been providing wholesale international interexchange and domestic interstate interexchange services, pursuant to FCC authority, since it was certified on January 22, 1999. See FCC File No. ITC-214-19981203-00849. Applicant seeks to expand its operations to include wholesale intrastate interexchange telecommunications services. Applicant will provide such services through its own facilities (i.e., switches) and the lease and/or purchase of unbundled network elements (“UNEs”). Applicant notes that simultaneously with this application, Applicant has filed an application seeking authority to provide alternative local exchange services. An original verification of the attached financial statements signed by Mike Vazquez, President of Miketronics, Inc., accompanies the Applicant’s application to provide alternative local exchange service. Included with this application is a copy of this verification.

Applicant presently owns four switches, all of which are located in Florida. Accordingly, it will not need to make significant capital expenditures to expand its operations. Further, Applicant has additional financial resources available to it. Specifically, Applicant has a \$50,000 credit line with Washington Mutual Bank. For these reasons, Applicant is financially capable to provide and maintain interexchange telecommunications services in the state of Florida, and to meet its lease and ownership obligations.

Miketronics, Inc.  
Balance Sheet  
as of December 31, 1998  
(Cash Basis)

Assets  
-----

Current Assets:	
Cash	\$ 51,701
Loan Receivable (DeLavalley)	4,000
	-----
Total Current Assets	55,701
Property and Equipment:	
Depreciable Assets-Truck	\$ 6,000
Less: Acc Depreciation	900
	-----
Property and Equipment-Net	5,100
Other Assets:	
Investment in Win Communications	10,000
	-----
Total Assets	\$ 70,801
	=====

Liabilities and Shareholder's Equity  
-----

Current Liabilities:	
	0
Shareholder's Equity:	
Capital Stock	\$ 100
Retained Earnings	70,701
	-----
Total Shareholder's Equity	70,801
	-----
Total Liabilities and Equity	\$ 70,801
	=====



Miketronics, Inc.  
Statement of Income and Expenses  
Year Ended December 31, 1998  
(Cash Basis)

Sales		\$ 355,443
Cost of Goods Sold		217,464
		-----
Gross Profit		137,979
Operating Expenses:		
Taxes and Licenses	123	
Repairs and Maintenance	1,759	
Advertising	25	
Depreciation	900	
Commissions	15,000	
Sub-Contract	200	
Survey Fees	1,500	
Professional Fees	1,200	
Travel and Lodging	26,405	
Meals and Entertainment	1,983	
Telephone	675	
Utilities	114	
Insurance	1,859	
Auto Expense	7,196	
Subscriptions	204	
Office Supplies	535	
Bank Service Charges	113	
Postage, Del'y and Freight	250	
	-----	- 60,041
		-----
Net Income		\$ 77,938
Less: 1998 Distributions to Shareholder		7,237
		-----
Retained Earnings-December 31, 1998		\$ 70,701
		=====

Miketronics, Inc.  
Balance Sheet  
as of December 31, 1999  
(Cash Basis)

Assets  
-----

Current Assets:	
Cash	\$ 97,324
Loan Receivable (DeLavalley)	6,000
	-----
Total Current Assets	103,324
Property and Equipment:	
Depreciable Assets-Truck	\$ 6,000
Less: Acc Depreciation	2,940
	-----
Property and Equipment-Net	3,060
Other Assets:	
Investment in Win Communications	26,000
	-----
Total Assets	\$ 132,384
	=====

Liabilities and Shareholder's Equity  
-----

Current Liabilities:	
Loan Payable to Bank	\$ 31,871
Other Liabilities:	
Loan Payable to Shareholder	22,921
Shareholder's Equity:	
Capital Stock	\$ 100
Retained Earnings	77,492
	-----
Total Shareholder's Equity	77,592
	-----
Total Liabilities and Equity	\$ 132,384
	=====

Miketronics, Inc.  
Statement of Income and Expenses  
Year Ended December 31, 1999  
(Cash Basis)

Sales		\$	1,767,667
Cost of Goods Sold			1,514,186
			-----
Gross Profit			253,481
Operating Expenses:			
Officer's Salary	\$		17,500
Taxes and Licenses			8,810
Repairs and Maintenance			12,987
Rent			23,250
Depreciation			2,040
Section 179 Expense			4,100
Commissions			36,700
Sub-Contract			42,934
Professional Fees			19,242
Travel and Lodging			47,648
Meals and Entertainment			8,408
Telephone			4,223
Utilities			836
Insurance			4,035
Auto Expense			7,723
Subscriptions			228
Office Supplies			77
Bank Service Charges			822
Misc Expenses			555
			-----
		-	242,118
			-----
Operating Income			11,363
Interest Income			333
Interest Expense		-	4,905
			-----
Net Income		\$	6,791
Add: Retained Earnings-December 31, 1998			70,701
			-----
Retained Earnings-December 31, 1999		\$	77,492
			=====

**MikeTronics**  
**Balance Sheet**  
 As of December 31, 2000

05/08/01

	Dec 31, '00
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
<b>BANKS</b>	
CITY NATIONAL - FLORIDA CONN.SE	321.22
CITY NATIONAL BANK	5,859.21
COLONIAL BANK	28,861.50
WASHINGTON MUTUAL - MIKETRONICS	-28,548.68
<b>Total BANKS</b>	8,123.25
<b>Total Checking/Savings</b>	8,123.25
<b>Accounts Receivable</b>	
<b>Accounts Receivable</b>	488,447.92
<b>Total Accounts Receivable</b>	488,447.92
<b>Other Current Assets</b>	
Loan Due From (To) Shareholder	28,514.34
THIRD T.PYMT	-28,040.25
<b>Total Other Current Assets</b>	-2,525.81
<b>Total Current Assets</b>	494,045.25
<b>TOTAL ASSETS</b>	494,045.25
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
Sales Tax Payable	28,039.25
<b>Total Other Current Liabilities</b>	28,039.25
<b>Total Current Liabilities</b>	28,039.25
<b>Total Liabilities</b>	28,039.25
<b>Equity</b>	
Opening Balance Equity	60,720.47
Owner's Capital	
Draws	-3,000.00
<b>Total Owner's Capital</b>	-3,000.00
Retained Earnings	95,885.11
Net Income	312,400.43
<b>Total Equity</b>	466,008.01
<b>TOTAL LIABILITIES &amp; EQUITY</b>	494,045.26

05/08/01

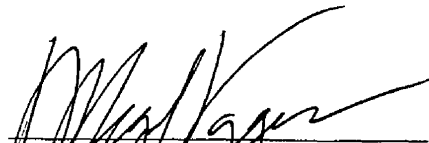
**MikeTronics**  
**Statement of Cash Flows**  
January through December 2000

	<u>Jan - Dec '00</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	312,400.43
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-381,559.14
Loan Due From (To) Shareholder	-2,514.34
THIRD T.PYMT	29,040.25
Sales Tax Payable	26,375.84
Net cash provided by Operating Activities	<u>-16,258.96</u>
<b>FINANCING ACTIVITIES</b>	
Opening Balance Equity	40,435.04
Owner's Capital:Draws	-3,000.00
Net cash provided by Financing Activities	<u>37,435.04</u>
Net cash increase for period	21,176.08
Cash at beginning of period	<u>-13,054.93</u>
Cash at end of period	<u><u>8,123.28</u></u>

**VERIFICATION OF FINANCIAL STATEMENTS**

State of Florida                    )  
  ) ss.  
County of Dade                    )

I, Mike Vazquez, Sr., being duly sworn according to law, depose and say that I am the President of Miketronics, Inc.; that I am authorized to and do make this verification; and that the information in the above financial statements are true and correct to the best of my knowledge, information and belief.

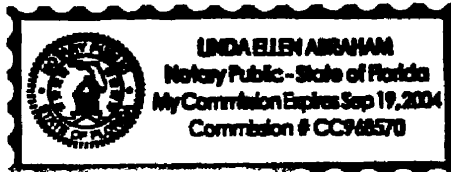
  
\_\_\_\_\_  
Mike Vazquez, Sr.

Taken, sworn to and subscribed before me the undersigned Notary Public on this 2 day of May, 2001.

  
\_\_\_\_\_  
Notary Public

Print or type name LINDA ELLEN ABRAHAM

My Commission expires on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.



**EXHIBIT C**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 3, 1998

MIGUEL A VAZQUEZ  
7150 HYATT AVE  
LANTANA, FL 33462

The Articles of Incorporation for MIKETRONICS, INC. were filed on June 1, 1998 and assigned document number P98000049650. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

**PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.**

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Beth Register, Corporate Specialist Supervisor  
New Filings Section

Letter Number: 898A00031355



# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MIKETRONICS, INC., a Florida corporation, filed on June 1, 1998, as shown by the records of this office.

The document number of this corporation is P98000049650.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Third day of June, 1998



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
MIKETRONICS, INC.

FILED  
98 JUN -1 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

MIKETRONICS, INC.

ARTICLE II. DURATION  
-----

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE  
-----

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 IV. CAPITAL STOCK  
-----

The authorized capital stock of this corporation shall be One Hundred (100) shares, common stock having a par value of One Dollar (\$1.00) per share, which shall be fully paid and non-assessable.

ARTICLE V. PREEMPTIVE RIGHTS  
-----

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. REGISTERED OFFICE AND AGENT  
-----

The street address of the initial registered office of the corporation shall be 7150 Hyatt Avenue, Lantana, Florida, 33462 and the name of the initial Registered Agent of this corporation at that address is:

MIGUEL A. VAZQUEZ

ARTICLE VII. INITIAL BOARD OF DIRECTORS  
-----

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time. The name and address of the Initial Director of this corporation is:

MIGUEL A. VAZQUEZ  
7150 Hyatt Avenue  
Lantana, Florida 33462

ARTICLE VIII. INCORPORATOR  
-----

The name and address of the person signing these  
Articles of Incorporation is:

MIGUEL A. VAZQUEZ  
7150 Hyatt Avenue  
Lantana, Florida 33462

ARTICLE IX. INDEMNIFICATION  
-----

This corporation shall indemnify any officer or  
director or any former officer or director, to the fullest  
extent permitted by law.

ARTICLE X. RIGHT OF ASSIGNMENT  
-----

The original incorporator of this corporation shall  
have the right, upon its organization, to assign and deliver  
her subscriptions of stock to any person or to firms or  
corporations who may hereafter become subscribers to the  
capital stock of this corporation, who upon acceptance of  
such assignment, shall stand in lieu of the original  
incorporator and assume and carry out all rights, liabilities  
and duties entailed by said subscribers, subject to the laws  
of the state of Florida and the execution of the necessary  
instruments of assignment.

ARTICLE XI. AMENDMENT  
-----

This corporation reserves the right to amend or repeal  
any provisions contained in these Articles of Incorporation,  
or any amendment hereto, and any right conferred upon the  
shareholders is subject to this reservation.

FILED

98 JUN -1 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28<sup>th</sup> day of May, 1998.

MIGUEL A. VAZQUEZ as Incorporator and accepting the designation as registered agent for MIKETRONICS, INC.

STATE OF FLORIDA )  
COUNTY OF Palm Beach )

SS.

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me MIGUEL A. VAZQUEZ who is personally known to me and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the County and State aforesaid, this 28<sup>th</sup> day of May, 1998.

NOTARY PUBLIC

My commission expires:

