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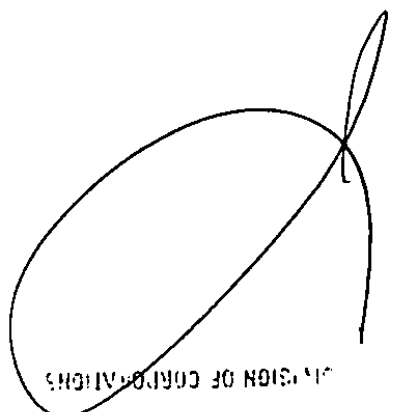
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FROM: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER
 SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
 STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
 FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 ((H96000006203)) DOCUMENT TYPE: LIMITED LIABILITY COMPANY NAME:
 MCQUAY LATIN AMERICA, L.C. FAX AUDIT NUMBER: H96000006203 CURRENT
 STATUS: REQUESTED DATE REQUESTED: 05/02/1996 TIME REQUESTED:
 09:07:34 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
 PAGES: 10 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$285.00
 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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EFFECTIVE DATE
5-1-94

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 TALLAHASSEE, FLORIDA 32399



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RECEIVED
 96 MAY -2 AM 11:13
 DIVISION OF CORPORATIONS

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P. 12

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MARK W. KAY, P.A.
ATTORNEY AT LAW
7888 S.W. 63RD AVENUE
PENTHOUSE B
SOUTH MIAMI, FLORIDA 33143-3928

Dade (305) 667-4478
Telcel (305) 663-8779

April 30, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Filing McQUAY LATIN AMERICA, L.C.**, a Florida limited liability company

Dear Sir/Madam:

Please be advised that the undersigned is the Secretary and Treasurer of McQUAY LATIN AMERICA, INC., a Florida corporation, filed August 1, 1995 under Charter Number P95000059190, which corporation hereby consents to the use of McQUAY LATIN AMERICA, L.C. by Mark W. Kay, as authorized representative of one of the therein named members of said Florida limited liability company, per the attached duly executed Articles of Organization.

McQUAY LATIN AMERICA, INC.

By *[Signature]*
IGNACIO SILVA, Secretary/Treasurer

SWORN TO AND SUBSCRIBED before me this 30th day of April, 1996 by Ignacio Silva as Secretary and Treasurer of McQuay Latin America, Inc., who identified himself to me by his Florida Driver's License # S 410-400-22-420

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

Notary/Seal

My Commission Expires **OFFICIAL NOTARY SEAL**
IGNACIO M. SANAY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 608411
MY COMMISSION EXPIRES MAY 29, 1998

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ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF McQUAY LATIN AMERICA, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

EFFECTIVE DATE
5-1-96

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be McQUAY LATIN AMERICA, L.C., and its principal office shall be located at Airport Corporate Center, 7205 N.W. 19th Street, Suite 408, Miami, Florida 33126, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- (a) To engage in any activity or business authorized under the Florida Statutes.
- (b) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- (c) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- (d) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state.

Prepared By: Mark W. Kay, Esq.
7000 S.W. 62 Ave., Ph.-B
S. Miami, FL 33143
Ph. #(305)667-0475
FL Bar #0041800

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government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(e) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company, and the day to day business and affairs of this limited liability company shall be managed under the direction of the Manager or managers elected by the members. These Articles and the Regulations of the limited liability company may be amended from time to time by the affirmative vote of at least seventy-five percent (75%) of the total membership interest as determined by their respective capital accounts in the limited liability company.

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ARTICLE IV

MANAGEMENT

This limited liability company shall initially be managed by one (1) manager. The name and address of the person who shall serve as the initial Manager of the limited liability company until his successor is elected and qualified is: Rodolfo Gomez, 7205 N.W. 19th Street, Suite 408, Miami, Florida 33126. The Manager or managers shall be elected annually by the members in the manner prescribed by and provided in the Regulations of the limited liability company. The Manager or managers, if more than one (1) is elected shall also hold the offices and have the responsibilities accorded to them by the members as set out in the Regulations of the limited liability company.

ARTICLE V

CERTAIN VOTING REQUIREMENTS

Neither the manager nor the members of the limited liability company shall take any action in any of the following matters except and unless members holding a minimum of a 75% interest, as determined by their capital accounts, in the limited liability company shall have affirmatively voted in favor of such matter, but, in no event shall action be taken on any such matters without the affirmative vote of the McQuay member (as such term is defined in the Regulations of the limited liability company dated as of the date hereof (the "Regulations")); which matters are:

- (a) Appointing, selecting or electing the Manager or managers, or, any other positions within the limited liability company by which ever title called.
- (b) Terminating the Manager of the limited liability company, for whatever reason.
- (c) Employing any person whose remuneration exceeds the equivalent of fifty-thousand U.S. dollars (U.S. \$50,000.00 per year).
- (d) Establishing credit facilities with financial institutions for use by the limited liability company in the ordinary course of business.
- (e) Creating any mortgage, charge or other encumbrance in respect of the limited liability company's properties and/or assets.
- (f) Declaring or paying distributions, if any, to be paid to the members with respect to their membership interest in the limited liability company.
- (g) Offering for sale any membership interest in the limited liability company or any debt instrument convertible into membership in the limited liability company, other than pursuant to the Membership Option provisions (as such term is defined in the Regulations of the limited liability company).
- (h) Purchasing, leasing, selling or exchanging of land, buildings, or other real property.
- (i) Granting loans to the Manager, any employee and/or any member of the limited liability company.
- (j) Paying any bonuses (cash or otherwise) to the Manager, any employee and/or any member of the limited liability company.

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- (k) Granting any loans to third parties or guaranteeing the obligations of third parties, other than open account credit to customers in the ordinary course of business.
- (l) Making capital investments exceeding the equivalent of fifty thousand U.S. dollars (U.S. \$50,000.00) each, or one hundred thousand U.S. dollars (U.S. \$100,000.00) or the amount of the approved capital budget, whichever is greater, in the aggregate, in any one fiscal year.
- (m) Forming a subsidiary or acquiring or exchanging shares in another company, entity or business activity.
- (n) Entering into contracts with persons, businesses, companies or entities in which the Manager, employees and/or members of the limited liability company or their affiliates have a direct or indirect interest, other than as expressly provided for in the Regulations of the limited liability company.
- (o) Merging, consolidating or amalgamating with or into any other company or entity.
- (p) Selling, leasing or exchanging all or substantially all of the assets of the limited liability company.
- (q) Materially changing the business of the limited liability company or altering the products or services sold and/or provided by the limited liability company.
- (r) Instituting, abandoning or settling any actions, suits or legal proceedings, except for minor collection matters, or, except when unforeseen circumstances require such immediate action to safeguard the interests of the limited liability company.
- (s) Entering into any business arrangement other than as contemplated by the restated McQuay International Distribution and Service Agreement (as defined in the Regulations and as set forth in an exhibit to said Regulations).
- (t) Appointing the independent auditors for the limited liability company and/or making any changes in the engagement thereof.
- (u) Modifying and/or amending the existing multi-year business plan of the limited liability company and/or adopting a new multi-year business plan of the limited liability company as the term "multi-year business plan" is defined in the Regulations.
- (v) Entering into any other transaction not in the ordinary course of the business of the limited liability company.
- (w) Amending these Articles or the Regulations of the limited liability company.
- (x) Establishing a Committee of the Members granting authority to such Committee, appointing the Members of such Committee, or determining the quorum necessary for the transaction of business by any such Committee.

A member may vote on any of the foregoing matters, regardless of whether or not the member has a direct or indirect conflict of interest with the matter to be acted upon, so long as at least one member does not have a conflict of interest.

If at any time a member of the limited liability company considers that the members of the limited liability company have reached an impasse with respect to any matter requiring the affirmative vote of the members as set forth in this Article V, in a manner that substantially frustrates or impairs the ability of the limited liability company to operate and perform in accordance with its essential purposes as set forth in its Regulations, such member may call a special meeting of the members of the limited liability company for the consideration of such matters setting forth such matter in the meeting notice. Approval of any such matters shall require the affirmative vote of those members

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holding at least a 75% interest, as determined by their capital accounts, in the limited liability company. If the matter is not resolved at the special meeting of members, any member who considers the inability of such meeting to affirmatively resolve such matter so as to seriously frustrate or impair the fulfillment by the limited liability company of its essential purposes as set forth in the Regulations may submit the matter to arbitration in accordance with the arbitration provisions of the Regulations. The arbitrators may, among other possible remedies, order the dissolution and liquidation of the limited liability company.

ARTICLE VI

LIABILITY AND INDEMNIFICATION

The liability, if any, of the Manager and/or any managing member shall be limited to that provided in Section 608.4362, as same may be amended from time to time, so long as such amendment shall not increase the liability. The Manager, managing members, officers, employees and agents of the limited liability company are hereby fully indemnified by the Company to the fullest extent permitted under Section 608.4363, as same may be amended from time to time so long as such amendment shall not reduce such indemnification.

ARTICLE VII

WRITTEN ACTION BY MEMBERS

An action required or permitted to be taken at a meeting of the members of the limited liability company may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the members.

ARTICLE VIII

MEMBERSHIP RESTRICTIONS

The admission of additional members is restricted. Refer to the Regulations for the requirements for the admission of additional members. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the provisions of the Regulations. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE IX

CAPITAL CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this limited liability company are as follows:

<u>Name of Member</u>	<u>Contribution</u>	<u>Percentage of Membership Interest</u>
McQuay International, a division of AAF-McQuay, Inc., a Delaware corporation	\$200,000.00	44.44%
Rodolfo Gomez	\$125,000.00	27.78%
Hugo M. Armella	\$125,000.00	27.78%
	Total:	100%

ARTICLE X

DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members, but shall not have a perpetual existence.

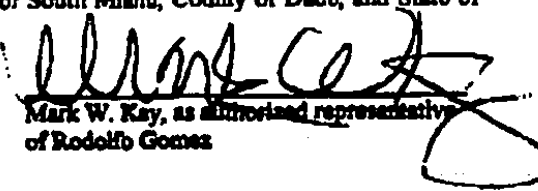
ARTICLE XI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7000 S.W. 62nd Avenue, Suite Ph-B, South Miami, Florida 33143, and the name of the company's initial registered agent at that address is Mark W. Kay.

The undersigned, being the authorized representative of one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of McQUAY LATIN AMERICA, L.C.

Executed by the undersigned at the City of South Miami, County of Dade, and State of Florida, on the 30th day of April, 1996.



Mark W. Kay, as authorized representative
of Rodolfo Gomez

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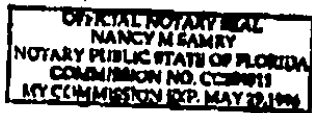
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STATE OF FLORIDA
§
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of April, 1996, by Mark W. Kay, as the authorized representative of Rodolfo Gomez, who is personally known to me.

Notary Seal/Stamp:



Nancy M. Samey

NOTARY PUBLIC, STATE OF FLORIDA

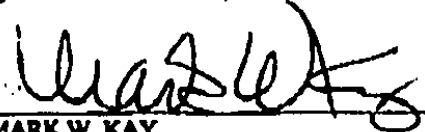
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Affidavit of Membership and Contribution

State of Florida)
)
County of Dade)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of McQUAY LATIN AMERICA, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$450,000.00.



 MARK W. KAY

The foregoing instrument was acknowledged before me this 30th day of April, 1996, by Mark W. Kay, agent on behalf of of McQUAY LATIN AMERICA, L.C., a limited liability company. He is personally known to me or has produced N/A as identification.

Notary Seal/Stamp:



 NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
 NANCY M RANKIN
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. 0002811
 MY COMMISSION EXPIRES MAY 29, 1999

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Statement Designating Registered Agent and Office

State of Florida)
)
County of Dade)

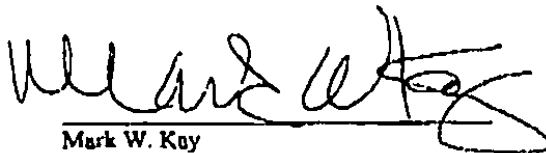
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is McQUAY LATIN AMERICA, L.C.

The name of the registered agent for McQUAY LATIN AMERICA, L.C., is Mark W. Kay and the street address of the company's principal office where the agent is located is 7000 S.W. 62nd Avenue, Suite Pt-B, South Miami, Florida 33143.

This statement is to acknowledge that, as indicated above, McQUAY LATIN AMERICA, L.C. has appointed me, Mark W. Kay, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

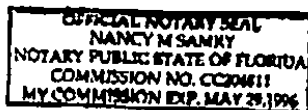
Dated April 30, 1996.



Mark W. Kay

The foregoing instrument was acknowledged before me this 30th day of April, 1996, by Mark W. Kay, agent on behalf of McQUAY LATIN AMERICA, L.C., a limited liability company. He is personally known to me or has produced N/A, as identification.

Notary Seal/Stamp:




NOTARY PUBLIC, STATE OF FLORIDA

FILED
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STATE
CLERK

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