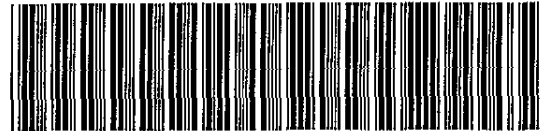


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FROM: (PLEASE PRINT)

PHONE

OCTAVIO Cruz  
5015 W. Waters Ave Ste F  
Tampa, FL 33634



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MANNY AIR CONDITIONING AND HEATING INC**

**FILED**  
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TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation or profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is Manny Air Conditioning And Heating Inc. (hereinafter, “Corporation”)

**ARTICLE 2 – PURPOSE OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3029 Dewey St. Tampa, Florida 33607 and the mailing address is the same.

**ARTICLE 4 – INCORPORATOR**

The name and the street address of the incorporate of this Corporation is:

Octavio Cruz  
5015 West Waters Ave. Suite F  
Tampa, FL 33634

**ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President: Manuel V. Fernandez

Whose address shall be the same as the principal office of the Corporation.

## **ARTICLE 6 – DIRECTOR(S)**

The Director(s) of that Corporation shall be:

**Manuel V. Fernandez**

Whose addresses shall be the same as the principal office of that Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares the common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds Director(s) may, in authorizing the issuance of shares of stock of any class Confer any preemptive right that the Board of Director(s) may deem advisable In connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by laws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 – SUB CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub- Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provide in Sub-Chapter S of the Internal Revenue Code 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

*"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."*

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all thing necessary or convenient to carry out its business and affairs, subject to any limitation or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

*This Corporation shall have perpetual existence.*

## **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as to the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Octavio Cruz, located at 5015 West Waters Avenue Suite F, Tampa, Florida 33634. The name and address of the registered agent of this Corporation is Octavio Cruz, 5015 West Waters Avenue, Suite F, Tampa, Florida 33634.

## **ARTICLE 14 - BY LAWS**

The Board Of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

## **ARTICLES 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.**

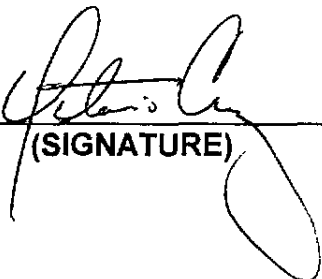
1. The name of the corporation is:

**Manny Air Conditionig and Heating Inc.  
3029 Dewey St.  
Tampa, FL 33607**

2. The name and address of the registered agent and office is:

**Octavio Cruz  
5015 West Waters Ave. Suite F  
Tampa, FL 33634**

Having been named as registered agent and to accept service of process for the above stated corporation at the place in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

  
\_\_\_\_\_  
(SIGNATURE)

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