

P96000066864

Charter Number Only

8-5-96

Requestor's Name George V. TAVAROS

Address 13230 SW 43 ST.

City Miami, FL State FL ZIP 33175 Phone 220-9620

VALIDATION ONLY

FILED
96 AUG 12 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001415058
-08/07/96--01024--023
****122.50 ****122.50

CORPORATION(S) NAME

A/C max, Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

 Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

W96-16478
AL JUL 12 1996

CERTIFIED COPY



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 7, 1996

EMPIRE

TALLAHASSEE, FL

SUBJECT: A/C MAX, INC.
Ref. Number: W96000016478

We have received your document for A/C MAX, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00037652

RECEIVED
96 AUG 12 AM 10:19
DIVISION OF CORPORATION

Law office
George M. Tavares, Jr.
13250 SW 43rd Street
Miami, Florida 33175-3907
Tel: (305) 220-9620 Fax: (305) 223-7807
31st of July 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of: A/C MAX, INC.

Gentlemen:

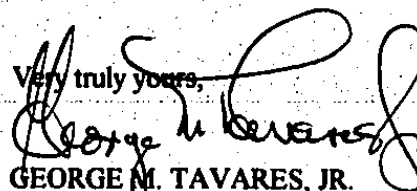
Enclosed please find the following documents for filing for the above corporation:

1. Original and two (2) copies of Articles of Incorporation;
2. Original and two (2) copies of certificate designating Resident Agent and Acceptance of Agent;
3. My check in the amount of \$122.50 as payment for the following:

Filing Fee	\$ 35.00
Certificate of Designating Resident Agent	35.00
Certified Copy of Charter	<u>52.50</u>
	\$ 122.50

Thank you in advance for your prompt attention to this matter.

Very truly yours,


GEORGE M. TAVARES, JR.

GMT/mpt
Encl: (3)

**ARTICLES OF INCORPORATION
OF**

A/C MAX, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is A/C MAX, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is the wholesale and retail sale of refrigeration parts and equipment for the air-conditioning refrigeration business. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section).

ARTICLE IV

The principal place of business for this corporation is:

8181 NW 91st Terrace, Bay 2
Medley, Florida 33166

ARTICLE V

The mailing address of this corporation is:

8181 NW 91st Terrace, Bay 2
Medley, Florida 33166

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

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

ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 13250 S.W. 43RD STREET
MIAMI, FL. 33175

Name of Initial Registered Office: A/C MAX, INC.

Name of Initial Registered Agent: George M. Tavares, Jr.

ARTICLE IX

The name and address of the directors of this corporation is as follows:

Carlos M. Novo: 8181 NW 91st Terrace, Bay 2, Medley, FL 33166

Carlos H. Padilla: 8181 NW 91st Terrace, Bay 2, Medley, FL 33166

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

The names and addresses of the persons signing these Articles are as follows:

CARLOS M. NOVO
8181 NW 91st Terrace, Bay 2
Medley, Florida 33166

CARLOS H. PADILLA
8181 NW 91st Terrace, Bay 2
Medley, Florida 33166

ARTICLE XII

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seal at Miami, Dade County, Florida, this 31st day of July 1996.

Signed:  _____, Director

Carlos M. Novo

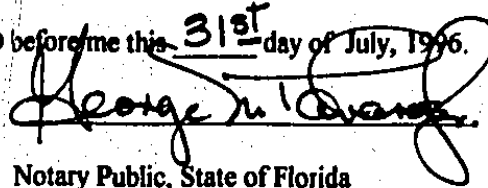
 _____, Director

Carlos H. Padilla

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME personally appeared **Carlos M. Novo** and **Carlos H. Padilla**
with knowledge that they are the incorporators named in the foregoing Articles
of Incorporation and that they acknowledged before me that they executed
the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 31st day of July, 1996.


Notary Public, State of Florida

Print Name:

My Commission Expires:



GEORGE M TAVARES JR
My Commission CC882714
Expires Jun. 18, 2000

FILED

26 AUG 12 PM 2:54


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT A/C MAX, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATED OF FLORIDA, WITH IT'S PRINCIPAL
PLACE OF BUSINESS AT CITY OF MEDLEY, STATE OF FLORIDA, HAS
NAMED GEORGE M. TAVARES, JR., LOCATED AT 13250 SW 43RD STREET,
CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

By:


CARLOS M. NOVO, Director

Date: 7/31/96.

SECOND - HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By:


GEORGE M. TAVARES, JR.

Date:

31 July 1996