1999000027143

TO:

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATION

P.O. BOX 6327

TALLAHASSEE, FL 32314

200002811632—3 -03/19/99-01031-014

*****78.75 *****78.75

FROM:

C & D PROFESSIONAL SERVICES

11011 S.W. 69TH DRIVE MIAMI, FL 33173

RE:

HEALTHY AIR CONCEPTS, CORP.

ARTICLES OF INCORPORATION

ATTACHED:

CHECK #2534

\$78.75

FILED

99 MAR 19 PM 4: 04

SECKETARY OF STATE
TALL ALLASSES EL COLOR

Pt3/24/59

ARTICLE OF INCORPORATION

<u>OF</u>

FILED

99 MAR 19 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEALTHY AIR CONCEPTS, CORP.

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607. Florida Statutes (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the corporation: HEALTHY AIR CONCEPTS, CORP.

ARTICLE II. CORPORATE EXISTENCE

The existence of the corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is to engage in any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issued and have outstanding at any one time is Ten Thousand (10,000) shares of common stock, One (\$1.00) Dollar par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be _6250 S.W. 98 STREET, MIAMI, FL 33156

ARTICLE VI. DIRECTORS

The number of director constituting the initial board of directors shall be FOUR (4). The number of directors may increase or decreased as provided by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors are:

President

JORGE L. ROUCO

Vice President

YURI I. VALDES

Secretary Treasurer PATRICIA RODRIGUEZ

RITA M. ROUCO

ARTICLE VII. INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

JORGE L. ROUCO 6250 S.W. 98 STREET MIAMI, FL 33156

VIII. REGISTER AGENT

The name and address of the initial Register Agent of the Corporation is:

JORGE L. ROUCO 6250 S.W. 98 STREET MIAMI, FL 33156

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price which it is offered to others.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, The incorporator has signed these Articles of Incorporation this 12TH DAY OF MARCH, 1999

JORGE L. ROUCO- Incorporator

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12TH day of March, 1999 BY Jorge L. Rouco. He has identified himself to me with a valid Florida Drivers license, and did take an oath.

WITNESS MY HAND and official seal, this 12th day OF MARCH, 1999.

Notary

CARMEN DOMINGUEZ
COMMISSION # CC580203
EXPIRES OCT 19, 2000
BONDED THOUGH
ATLANTIC BONDING CO. INC.

RESIDENT AGENT ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

ÓŔGE L. ROUCO

HAR 19 PM 4: 04
DREIVERS OF STATE