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Division of Corporations

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

TECNICA DE ACONDICIONAMIENTO HYDROCLIMA, S.A., INC.

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October 12, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: TECNICA DE ACONDICIONAMIENTO HYDROCLIMA, S.A., INC.
REF: W09000045426

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Tecnica de Acondicionamiento Hydroclima, S.A., Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Venezuela

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. 12/15/1978

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, FL 33134

(Principal office address)

14937 SW 8th Terrace, Miami, FL 33194

(Current mailing address)

8. For Banking Purposes Only

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CONSULTING SERVICES OF SOUTH FLORIDA, INC.

Office Address: 2121 Ponce de Leon Blvd. Suite 1050

Coral Gables, , Florida 33134

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Italo Cristiani

Address: 14937 SW 8th Terr.

Miami, FL 33194

Vice Chairman: Cristiano Cristiani

Address: Av. Santa Ana, Boleíta Sur, Ed. Peñafiel #2-E

Caracas, Venezuela

Director: Giuseppa Cruciani de Cristiani

Address: 14937 SW 8th Terr.

Miami, FL 33194

Director: Massimiliano Cristiani

Address: Av. Santa Ana, Boleíta Sur, Ed. Peñafiel #2-E

Caracas, Venezuela

B. OFFICERS

President: Italo Cristiani

Address: 14937 SW 8th Terr.

Miami, FL 33194

Vice President: Massimiliano Cristiani

Address: Av. Santa Ana, Boleíta Sur, Ed. Peñafiel #2-E

Caracas, Venezuela

Secretary: Giuseppa Cruciani de Cristiani

Address: 14937 SW 8th Terr., Miami, FL 33194

Treasurer: Cristiano Cristiani

Address: Av. Santa Ana, Boleíta Sur, Ed. Peñafiel #2-E, Caracas, Venezuela

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Giuseppa Cruciani de Cristiani
(Signature of Director or Officer listed in number 12 of the application)

14. Giuseppa Cruciani de Cristiani, Secretary / Director
(Typed or printed name and capacity of person signing application)

Armando A. Novelle
Armando A. Novelle
Attorney
Inpreabogado No. 88.588

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I, ALEKSAYDA P. MARKOWICZ, bearer of identity document No. 4089350, a Public Interpreter of the Bolivarian Republic of Venezuela in the English/Spanish languages, as evidenced by License published in the Official Gazette No. 34375, dated December 26, 1989, which License was registered with the Main Office of Public Registry of the Federal District on January 7, 1990, under No. 541, Folio 228, Volume Four of the Main Protocol and recorded in the Court of First Instance in Civil Matters of the Judicial Circuit of the Federal District and State of Miranda on December 4, 1989, **UNDER OATH HEREBY CERTIFY:** that the attached document which has been submitted to me for translation, is a true English version thereof:-----

(illegible) signature)
Armando A. Novelle
Attorney
Inpreabogado No. 88.588

AFFIDAVIT

I, **CRISTIANO CRISTIANI**, a foreigner, of legal age, bearer of Identity Document No. E-81712736, Legal Representative of the Company: **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, and duly authorized, under oath hereby declare as follows:

1. That **ITALO CRISTIANI**, a Venezuelan citizen of legal age and bearer of Identity Document No. V-11234498, owns Four Hundred and Ten Thousand (410,000.00) shares to the value of Bolivars Fuertes Zero point Five, each, which represent 41% of the Share Capital of **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, a Business Association, domiciled in the City of Caracas, duly inscribed with the Commercial Registry of the Judicial Circuit of the Federal District and State of Miranda, on December 15, 1978, under No. 26, Volume 143-A.
2. That the Business Association **TÉCNICA DE ACONDICIONAMIENTO**

W. Carrovero
W. Carrovero
VENEZUELA

3. That the domicile for tax purposes of the Business Association **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, is the following:
Avda. Santa Ana, Edificio Peñafiel, Piso 2, Oficina 2-E, Boleíta Sur, Caracas,
State of Miranda, Venezuela.
4. That the Business Association **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, already identified, is fully carry on business and existing
and owes nothing whatsoever on account of national, state and/or municipal taxes
within the Territory of the Bolivarian Republic of Venezuela.

In the City of Caracas, on the date of its authentication.

Signed: Cristiano Cristiani (illegible), Legal Representative.

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A. Marrocas
A. Marrocas
OFFICE OF THE NOTARY
VENEZUELA

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No. A 512548

Page One Hundred and Forty Eight (148)
BOLIVARIAN REPUBLIC OF VENEZUELSA
MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND
JUSTICE
PEDRO OCHOA MENDEZ, NOTARY
FIRST NOTARY PUBLIC OF SUCRE MUNICIPALITY
OF THE STATE OF MIRANDA

Boleita Sur, September Sixteenth (16th), of the year Two Thousand and Nine. Years 199 & 150. The foregoing document drawn-up by Attorney ARMANDO A: NOVELLE, registered with the Social Security Institute of Lawyers under No. 139762, was filed for its authentication and return according to Voucher No. 17920, dated: 09/11/2009. Its Grantor being present, he declared his name to be: **CRISTIANO CRISTIANI**, of legal age, domiciled in Caracas, an Italian citizen, single, bearer of Identity Document No. E-81712736. The document was read to him and compared with its photocopies and signed together with the original in the presence of the Notary, the Grantor declared: "ITS CONTENTS ARE TRUE AND MINE THE SIGNATURE THAT APPEARS AT THE BOTTOM OF THE INSTRUMENT". By virtue thereof, the Notary declares it authenticated in the presence of Witnesses: Indira Rosales Y. and (illegible), bearers of Identity Documents Nos. V-6322650 and V-1173323, and was inserted under No. 47, Volume 163 of the Books of Authentication kept by this Notary. The Notary hereby certifies that he notified the Grantor on the nature, importance and legal consequences of the document such as required by number 2, Article 79 of the Law of Public Registry and Notaries.

THE NOTARY PUBLIC

Signed: Pedro R. Ochoa Mendez (illegible), First Notary Public of Sucre Municipality of the State of Miranda. Impression of a round ink seal with a coat of arms in the center that reads: BOLIVARIAN REPUBLIC OF VENEZUELA - FIRST NOTARY PUBLIC - FIRST NOTARY PUBLIC OF SUCRE DISTRICT OF THE STATE OF MIRANDA

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A. P. Markowicz
ALEKSAYDA P. MARKOWICZ
PUBLIC INTERPRETER
VENEZUELA

THE WITNESSES

Signed: (illegible).

The foregoing, is a true and exact translation of the original document made by me at the request of the interested party.

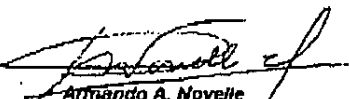
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Caracas, Venezuela, on the Fifth day of the month of October of the year Two Thousand and Nine.

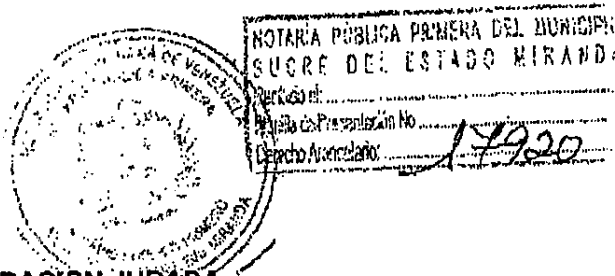
Signed: ALEKSAYDA P. MARKOWICZ

PUBLIC INTERPRETER

A. P. Markowicz
ALEKSAYDA P. MARKOWICZ
PUBLIC INTERPRETER
VENEZUELA

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2009 OCT 12 PM 12:23


Armando A. Novelle
Abogado
INPREABOGADO No. 88.588



DECLARACIÓN JURADA

Yo, **CRISTIANO CRISTIANI**, extranjero, mayor de edad, titular de la cédula de identidad N°. **E-81.712.736**, representante legal de la empresa **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, y debidamente facultado, declaro bajo fe de juramento, lo siguiente:

1. Que el ciudadano **ITALO CRISTIANI**, venezolano, mayor de edad y titular de la cédula de identidad No. **V-11.234.498** es poseedor de Cuatrocientas Diez Mil (410.000.00) acciones con un valor de Cero con Cinco Bolívars Fuertes (Bs. 0.5), cada una, las cuales representan el 41% del Capital Social de **TÉCNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, sociedad mercantil, domiciliada en la ciudad de Caracas, debidamente inscrita ante el Registro Mercantil de la Circunscripción Judicial del Distrito Federal y Estado Miranda, en fecha 15 de diciembre de 1.978, bajo el N° 26, Tomo 143-A.
2. Que la sociedad mercantil **TECNICA DE ACONDICIONAMIENTO HYDROCLIMA S.A.**, antes identificada, se encuentra inscrita en el Registro de Información Fiscal (R.I.F.) bajo el número **J-00127078-7**.
3. Que el domicilio fiscal de la sociedad mercantil **TECNICA DE ACONDICIONAMIENTO HYDROCLIMA, S.A.**, queda en la siguiente dirección:
 Avda. Santa Ana, Edificio Peñañiel Piso 2 Oficina 2-E Boleita Sur, Caracas
 Estado Miranda, Venezuela.
4. Que la sociedad mercantil **TECNICA DE ACONDICIONAMIENTO HYDROCLIMA, S.A.**, antes identificada, se encuentra en plena actividad y vigencia no adeudando cantidades de dinero alguna por concepto de impuestos nacionales, estatales y/o municipales en el territorio de la República Bolivariana de Venezuela.

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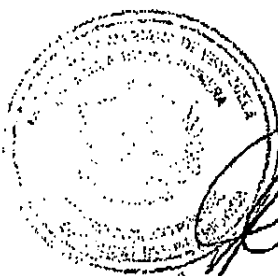
Nº A 512548



Folio CIENTO CUARENTA Y OCHO (148)
REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA RELACIONES
INTERIORES Y JUSTICIA
PEDRO GÓCHOA MENDEZ, NOTARIO TITULAR
NOTARIA PUBLICA PRIMERA DEL MUNICIPIO SUCRE DEL
ESTADO MIRANDA.

Boleíta Suje, Presen (10) de Septiembre de Dos
Mil NUEVE (2009) 199º y 150º. El anterior documento redactado por el Abogado:
ARMANDO A NOVELLE, inscrito en el Inpreabogado bajo el Nro.139.762 fue
presentado para su **AUTENTICACIÓN Y DEVOLUCIÓN**, según planilla Nro.
17920 de fecha: 11/09/2009. Presente su Otorgante dijo llamarse: **CRISTIANO
CRISTIANI**, mayor de edad, domiciliado en: **CARACAS**, de Nacionalidad:
Italiana Estado Civil: Soltero portador de la Cédula
de Identidad Nro: **E-81.712.736**. Leídole el Documento y confrontado el Original con
sus Fotocopias en presencia del Notario, el Otorgante expuso: "**SU CONTENIDO
ES CIERTO Y MIA LA FIRMA QUE APARECE AL PIE DEL
INSTRUMENTO**". El Notario en tal virtud lo declara **AUTENTICADO** en
presencia de los testigos: **INDIRA ROSALES Y** Y. J. O. Y., portadores
de las Cédulas de Identidad Nrps: **V-6.322.650 Y V-1133231**,
dejándolo inserto bajo el Nro. 47 Tomo 163 de los Libros de Autenticaciones
llevados por esta Notaría. El Notario deja constancia que dio cumplimiento de
informar a las partes otorgantes de este documento sobre la naturaleza, trascendencia
y consecuencias legales del documento que otorgan tal como lo exige el numeral 2
del Artículo 79 de la Ley de Registro Público y del Notariado. //

EL NOTARIO PÚBLICO



EL OTORGANTE.

LOS TESTIGOS

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