

L 09000805979

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

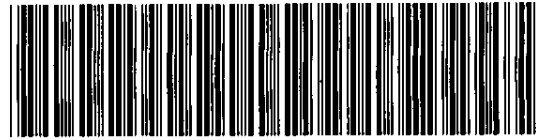
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
09 JAN 20 PM 12: 22
STATE DEPT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 JAN 20 PM 1: 15
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 20 2009

EXAMINER

Affidavit of Frank J. Mathes, President
IMS MECALFAB, INC., a Florida Corporation

FILED
09 JAN 20 PM 1:15
TALLAHASSEE, FLORIDA

State of Florida)
County of Miami-Dade)SS

BEFORE ME, the undersigned authority, personally appeared Frank J. Mathes who being first duly sworn, deposes and says:

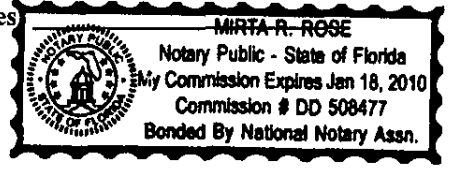
- 1) That he is over the age of 18 years and a resident of Cumming, Florida Georgia (FJM)
- 2) That IMS MECALFAB, INC., a Florida for Profit Corporation (hereinafter the "Corporation") has been voluntarily dissolved.
- 3) That Corporation has no intention of revoking its dissolution of the Corporation which will be filed with the Florida Department of State on _____.
- 4) That the Corporation understands that the name of the Corporation is available for immediate use by any other business entity.
- 5) That the Corporation has no known claims against its name.
- 6) That the Corporation has granted permission to all Shareholders of the Corporation to use the name IMS MECALFAB, LLC., and form a Florida Limited Liability Company.

SWORN TO AND SUBSCRIBED before me on this Dec. 9, 2008 by Frank J. Mathes, who is personally known to me or who has produced as identification a Florida Driver's License as identification and who did take an oath.

Frank J. Mathes
Frank J. Mathes, President of IMS MECALFAB, INC.,
a Florida Corporation GA. DR. Lic. # 0528692B

(Seal)

Mirra R. Rose
Notary Public, State of Florida at Large
Printed Name: Mirra R. Rose
My Commission Expires _____



SPIEGEL & UTRERA, P.A.
 (Requestor's Name)
 1840 SOUTHWEST 22ND STREET, 4TH FLOOR
 MIAMI, FL 33145 - (305) 854-6000

FILED
 09 JUN 20 PM 1:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. **IMS MECALFAB LLC**
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk-In Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

**REGISTRATION/
QUALIFICATION**

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

IMS MECALFAB LLC

FILED
09 JAN 20 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **IMS MECALFAB LLC** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 7355 Southwest 89th Street, Unit 510, Miami, Florida 33156 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

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

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is engage in the business of refrigeration equipment sales and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



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ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.



SPIEGEL & UTRERA, P.A.

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ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Frank J. Mathes

Secretary: Frank J. Mathes

whose mailing addresses shall be the same as the principal office of the Company.

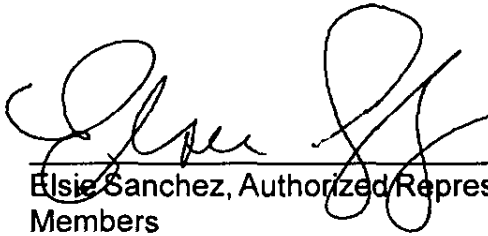


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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this _____.

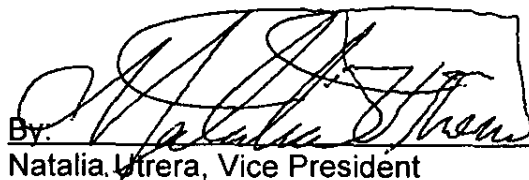


Elsie Sanchez, Authorized Representative of the
Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.



By: _____
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

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