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THOMAS J. BARNARD

ATTORNEY AT LAW

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00 MAY -8 AM 8: 56

TELEPHONE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(954) 564-7999
FAX
(954) 563-6159

May 4, 2000

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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

RE: New corporation registration
Ever Cool Refrigeration and Air Conditioning Service, Inc.

Dear Sirs,

Please find attached duly executed articles and designation of resident agent for the referenced new corporation together with a filing fee check in the amount of \$78.75 for the filing fee, registered agent fee and certified copy of the articles. Once the articles have been filed please return the certified copy to the undersigned at the earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


Thomas J. Barnard
cc: Balean

76 5/11/00

FILED
00 MAY -8 AM 8: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Ever Cool Refrigeration and Air Conditioning Service, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a Corporation under the laws of the State of Florida.

Article One – Name: The name of the corporation is:
Ever Cool Refrigeration and Air Conditioning Service, Inc.

Article Two – Duration: This corporation shall have perpetual existence commencing upon the filing of these Articles with the Department of State.

Article Three – Purpose: This corporation is formed and organized for the purpose of retail/wholesale sales and all things legal.

Article Four – Capital Stock: This corporation is authorized to issue 500 shares of \$10.00 par value common stock as well as other types of stock as may from time to time be deemed necessary to carry out the purposes of this corporation.

Article Five – Directors: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time but shall not be less than one.

Article Six – Registered Agent: The name and street address of the initial registered agent is: Mircea D. Balean, 4130 NW 96th Terrace, Sunrise, FL 33351

Article Seven – Incorporators: The name and address of the person signing these Articles of Incorporation and the number of shares of stock of this corporation which shall be issued to each is as follows:

Name:	Address:	Shares:
Mircea D. Balean,	4130 NW 96 th Terrace, Sunrise, FL 33351	500

Article Eight – Management: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Directors of this corporation.

Article Nine – Quorum and Voting: Fifty one (51%) of the shares entitled to vote, represented in person or by proxy or trust shall constitute a quorum at a meeting of shareholders.

Article Ten – Special Meetings: Special meetings of shareholders may be called by a majority of the shareholders of this corporation.

Article Eleven – Shareholders Meeting: Any action of the shareholders of this corporation must be taken at a meeting of shareholders duly called as provided by law.

Article Twelve – Powers: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article Thirteen – Amendment: This corporation reserves the right to amend or appeal any provisions contained in these Articles or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The corporation further reserves the right to be treated as a subchapter S corporation upon proper application and registration as the corporation may subsequently elect after due consideration.

Article Fourteen – Bylaws: The power to adopt, alter, amend or repeal bylaws shall be reserved in the Board of Directors and the shareholders as may be invoked from time to time.

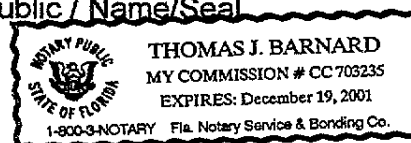
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of May, 2000.


Mircea D. Balean, Incorporator

State of Florida
County of Broward

BEFORE ME, a Notary Public, authorized to take acknowledgements in the state and county aforesaid personally appeared MIRCEA D. BALEAN, who provided as identification FL ID# 544 57 2380 and known by me to be the person who executed the foregoing Article of Incorporation acknowledged that he executed these Articles of Incorporation.


Notary Public / Name/Seal



FILED
00 MAY -8 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate Designating Place of Business
for the service of process within**

Florida

and

Naming Agent upon Whom Process May Be Served


In compliance with section 48.091, FS the following is submitted:

First: **Ever Cool Refrigeration and Air Conditioning Service, Inc.**

desiring to organize and qualify under the laws of the State of Florida with its principal place of business at:

4130 NW 96th Terrace, Sunrise, Florida 33351

has named **MIRCEA D. BALEAN**, located at , 4130 NW 96th Terrace, Sunrise, Florida, 33351 as its Agent to accept service of process within the State of Florida.

Signature: 

Title: PRES. MIRCEA D. BALEAN

Date: MAY 4, 2000

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I, **MIRCEA D. BALEAN** 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.

Signature: 

Date: MAY 4, 2000