

Law Office of
Ameli Padron-Fragetta

Attorney at Law
Family Mediator

6175 N.W. 153 Street, Suite 312
Miami Lakes, Florida 33014
Telephone: 305 557-6060
Telecopier: 305 557-7766
E-Mail: ameli.lawyer@usa.net

September 18, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Re: Filing Articles of Incorporation
RZD Air Conditioning, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for RZD Air Conditioning, Inc., and a check in the amount of \$78.75 to cover the filing fee and a Certificate.

Please return the recorded Articles and a Certificate to the address on this letterhead.

Thank you for your kind attention to this matter.

Very truly yours,


AMELI PADRON-FRAGETTA

Enclosures

FILED
00 SEP 20 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RZD AIR CONDITIONING, INC.

FILED
00 SEP 20 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following are the articles of incorporation of:

RZD AIR CONDITIONING, INC.

1. NAME: The name of the corporation is:

RZD AIR CONDITIONING, INC.

2. DURATION: This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of the filing of these Articles.

3. PURPOSE: This corporation is organized for the purposes of providing public relations, marketing, sales, rentals, negotiating, contracting, marketing, distributing, dealing, buying, selling or otherwise participating in the sale, management, purchase or support of the corporation's services, products and equipment; in particular, to engage in the service, repair, maintenance, installation and sale of air conditioning and heating equipment and to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes here above set forth, and to do all other things incidental thereto or connected therewith, or to engage in any other legal purpose in which, in the opinion of the majority of the board of directors, the corporation should be engaged.

4. POWERS: Subject to any specific written limitations or restrictions imposed by statute or by these Articles of Incorporation, and solely in furtherance of, but not in

addition to the purposes set forth in Section 3 of this Article, the corporation shall have and exercise all the powers expressly granted to it under the laws of the State of Florida, now or hereafter in effect, except as limited herein, and in addition, the following specific powers:

(1) CAPACITY TO ACT. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purpose set forth in Section 3 of this Article, and such acts as are not repugnant to law.

(2) TO APPOINT OFFICERS AND AGENTS. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(3) TO ACT AS AGENT. To act in any state, territory, district, or possession of the United States, and/or in any foreign country, in the capacity as agent or representative to any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is familiar to the purpose set forth in Section 3 of these Articles.

(4) TO DEAL IN REAL PROPERTY. To purchase, exchange, lease, hire or otherwise acquire, hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(5) TO DEAL IN PERSONAL PROPERTY, GENERALLY. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, manage, operate, mortgage,

pledge, hypothecate, exchange, sell, deal in, and dispose of, either alone or in conjunction with other personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(6) TO DEAL IN SECURITIES, GENERALLY. To purchase, take, receive, subscribe for or otherwise acquire, hold, own, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or interests in, or obligations of, other domestic or foreign corporations, associations, or partnerships or individuals or direct or indirect obligations of the United States or of any governmental district or municipality or any instrumentality thereof.

(7) TO DEAL IN ITS OWN SECURITIES. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation, but it shall not use its funds or property for the purchase, either directly or indirectly, of its own shares when such use would cause impairment of the capital of the corporation.

(8) TO DEAL IN CHARTERS, LICENSES AND MEMBERSHIPS. To acquire by application, assignment, purchase, exchange, lease, hire or otherwise, and to hold, own, use, license, lease, sell, convey, or mortgage, either alone or in conjunction with others, the absolute or partial or qualified interest in and to charter franchises, licenses, permits, whether intermediate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity or other exchanges, and other authorizations, necessary lawfully to accomplish the purpose set forth in

Section 2 of these Articles.

(9) TO DEAL IN INVENTIONS, COPYRIGHTS, TRADEMARKS, ETC.

To acquire by application, assignment, purchase, exchange, lease, hire or otherwise to hold, own, use, license, lease, sell, either alone or in conjunction with others, the absolute or partial or qualified interest in and to inventions, improvements, letter patents and applications thereof, trademarks and applications therefor, designs, labels, picturizations, distinctive marks, and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or any state thereof or of any other country or place.

(10) TO DEAL IN GOOD WILL. To acquire by purchase, exchange, lease, hire or otherwise, and to hold, own, use, assign, lease, sell, convey, or mortgage, whether alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 3 of these Articles.

(11) TO ENTER INTO PARTNERSHIPS. To enter into any lawful arrangement for sharing profit, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual or other legal entity, of the carrying on of any business, the purpose of which is similar to or compatible with the purposes set forth in Section 3 of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to or compatible with such purpose.

(12) TO MAKE CONTRACTS. To enter into, make, perform, carry out, cancel, or rescind contracts for any lawful purpose pertaining to its business.

(13) TO EXECUTE GUARANTIES. To make any guaranty respecting stocks, dividends, securities, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other legal entity, of the extent that such guaranty is made in pursuance of the purpose set forth in Section 3 of these Articles.

(14) TO BORROW FUNDS. To borrow or raise moneys for any of the purposes of the corporation set forth in Section 3 above, and from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but not limited to, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(15) TO LEND FUNDS TO EMPLOYEES AND OFFICERS. To lend money to or guaranty any obligation of, or otherwise assist, any officer or other employee of the corporation or its subsidiaries, if any, including any officer or employee who is a director of the corporation or its subsidiary, whenever in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation.

(16) TO LEND FUNDS GENERALLY. To lend money for any of the

purposes set forth in Section 3 above, to invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(17) DONATIONS. To make donations of money, real or personal assets and inventory, or services, for the public welfare or for charitable, scientific or educational purposes.

(18) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES. To indemnify any current, acting or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he is made a party or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty.

(19) ANCILLARY POWERS. To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized.

5. CAPITAL STOCK: This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share, which shall be designated "Common Stock".

6. PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she

already holds, shall have the right to purchase his or her 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.

7. INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is as follows:

Beatriz Djebelli-Perez
14806 NW 88 Avenue
Miami, Florida 33018

8. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The maximum number of directors permitted to serve on the board of this corporation shall never be more than five (5). The minimum number of directors on the board of this corporation shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Ramon Zahory Duran, 1370 W. 83rd Street, Hialeah, Florida 33012
Beatriz Djebelli-Perez, 14806 NW 88 Avenue, Miami, Florida 33018

9. INITIAL OFFICERS OF THE CORPORATION: The initial officers of the corporation shall be:

President: Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

Vice President/Secretary/Treasurer: Beatriz Djebelli-Perez,
14806 NW 88 Avenue
Miami, Florida 33018

The corporation may have a maximum of five (5) officers consisting of a president, a treasurer, a secretary and two vice-presidents.

10. NAME AND ADDRESS OF INCORPORATOR:

Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

11. NAME AND ADDRESS OF PERSON SIGNING THESE ARTICLES:

Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

12. INITIAL OFFICE OF THE CORPORATION: The initial office of the corporation shall be located at: 14806 NW 88 Avenue, Miami, Florida 33018.

13. TERM OF DIRECTORS: The directors of this corporation shall serve one-year terms. Directors may be re-elected without limitation and to the number of terms they are permitted to serve.

14. AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendments thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed and

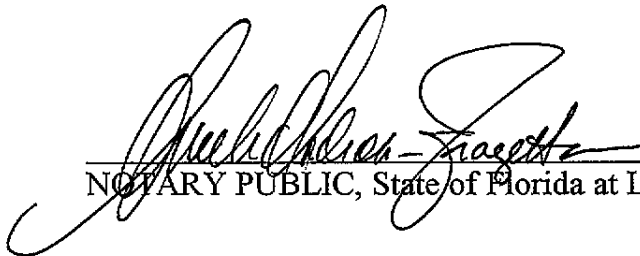
executed these Articles of Incorporation on this 13th day of September, 2000.



RAMON ZAHORY DURAN, Incorporator

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing Articles of Incorporation were acknowledged before me, the undersigned authority, this 13th day of September, 2000, by Ramon Zahory Duran, who is personally known to me or who provided a Florida Driver License as identification, and who did take an oath.

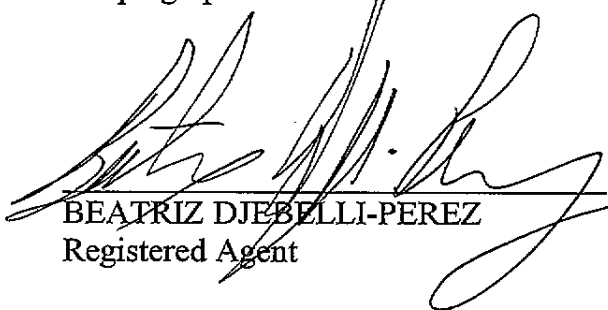


NOTARY PUBLIC, State of Florida at Large

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the corporation, RZD AIR
CONDITIONING, INC., as its registered agent at the place designated in the Articles of
Incorporation, I, Beatriz Djebelli-Perez, of 14806 NW 88 Avenue, Miami, Florida
33018, hereby agree to act in this capacity, and agree to comply with the provisions of
Section 48.091 of the Florida Statutes relative to keeping open such office.

Dated: September 13th, 2000.


BEATRIZ DJEBELLI-PEREZ
Registered Agent

FILED
00 SEP 20 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ameli Padron-Fragetta

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Family Mediator

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Very truly yours,


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RZD AIR CONDITIONING, INC.

2. DURATION: This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of the filing of these Articles.

3. PURPOSE: This corporation is organized for the purposes of providing public relations, marketing, sales, rentals, negotiating, contracting, marketing, distributing, dealing, buying, selling or otherwise participating in the sale, management, purchase or support of the corporation's services, products and equipment; in particular, to engage in the service, repair, maintenance, installation and sale of air conditioning and heating equipment and to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes here above set forth, and to do all other things incidental thereto or connected therewith, or to engage in any other legal purpose in which, in the opinion of the majority of the board of directors, the corporation should be engaged.

4. POWERS: Subject to any specific written limitations or restrictions imposed by statute or by these Articles of Incorporation, and solely in furtherance of, but not in

addition to the purposes set forth in Section 3 of this Article, the corporation shall have and exercise all the powers expressly granted to it under the laws of the State of Florida, now or hereafter in effect, except as limited herein, and in addition, the following specific powers:

(1) CAPACITY TO ACT. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purpose set forth in Section 3 of this Article, and such acts as are not repugnant to law.

(2) TO APPOINT OFFICERS AND AGENTS. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(3) TO ACT AS AGENT. To act in any state, territory, district, or possession of the United States, and/or in any foreign country, in the capacity as agent or representative to any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is familiar to the purpose set forth in Section 3 of these Articles.

(4) TO DEAL IN REAL PROPERTY. To purchase, exchange, lease, hire or otherwise acquire, hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(5) TO DEAL IN PERSONAL PROPERTY, GENERALLY. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, manage, operate, mortgage,

pledge, hypothecate, exchange, sell, deal in, and dispose of, either alone or in conjunction with other personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(6) TO DEAL IN SECURITIES, GENERALLY. To purchase, take, receive, subscribe for or otherwise acquire, hold, own, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or interests in, or obligations of, other domestic or foreign corporations, associations, or partnerships or individuals or direct or indirect obligations of the United States or of any governmental district or municipality or any instrumentality thereof.

(7) TO DEAL IN ITS OWN SECURITIES. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation, but it shall not use its funds or property for the purchase, either directly or indirectly, of its own shares when such use would cause impairment of the capital of the corporation.

(8) TO DEAL IN CHARTERS, LICENSES AND MEMBERSHIPS. To acquire by application, assignment, purchase, exchange, lease, hire or otherwise, and to hold, own, use, license, lease, sell, convey, or mortgage, either alone or in conjunction with others, the absolute or partial or qualified interest in and to charter franchises, licenses, permits, whether intermediate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity or other exchanges, and other authorizations, necessary lawfully to accomplish the purpose set forth in

Section 2 of these Articles.

(9) TO DEAL IN INVENTIONS, COPYRIGHTS, TRADEMARKS, ETC. –

To acquire by application, assignment, purchase, exchange, lease, hire or otherwise to hold, own, use, license, lease, sell, either alone or in conjunction with others, the absolute or partial or qualified interest in and to inventions, improvements, letter patents and applications thereof, trademarks and applications therefor, designs, labels, picturizations, distinctive marks, and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or any state thereof or of any other country or place.

(10) TO DEAL IN GOOD WILL. To acquire by purchase, exchange, lease, hire or otherwise, and to hold, own, use, assign, lease, sell, convey, or mortgage, whether alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 3 of these Articles.

(11) TO ENTER INTO PARTNERSHIPS. To enter into any lawful arrangement for sharing profit, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual or other legal entity, of the carrying on of any business, the purpose of which is similar to or compatible with the purposes set forth in Section 3 of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to or compatible with such purpose.

(12) TO MAKE CONTRACTS. To enter into, make, perform, carry out, cancel, or rescind contracts for any lawful purpose pertaining to its business.

(13) TO EXECUTE GUARANTIES. To make any guaranty respecting stocks, dividends, securities, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other legal entity, of the extent that such guaranty is made in pursuance of the purpose set forth in Section 3 of these Articles.

(14) TO BORROW FUNDS. To borrow or raise moneys for any of the purposes of the corporation set forth in Section 3 above, and from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but not limited to, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(15) TO LEND FUNDS TO EMPLOYEES AND OFFICERS. To lend money to or guaranty any obligation of, or otherwise assist, any officer or other employee of the corporation or its subsidiaries, if any, including any officer or employee who is a director of the corporation or its subsidiary, whenever in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation.

(16) TO LEND FUNDS GENERALLY. To lend money for any of the

purposes set forth in Section 3 above, to invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(17) DONATIONS. To make donations of money, real or personal assets and inventory, or services, for the public welfare or for charitable, scientific or educational purposes.

(18) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES. To indemnify any current, acting or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he is made a party or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty.

(19) ANCILLARY POWERS. To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized.

5. CAPITAL STOCK: This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share, which shall be designated "Common Stock".

6. PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she

already holds, shall have the right to purchase his or her 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.

7. INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is as follows:

Beatriz Djebelli-Perez
14806 NW 88 Avenue
Miami, Florida 33018

8. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The maximum number of directors permitted to serve on the board of this corporation shall never be more than five (5). The minimum number of directors on the board of this corporation shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Ramon Zahory Duran, 1370 W. 83rd Street, Hialeah, Florida 33012
Beatriz Djebelli-Perez, 14806 NW 88 Avenue, Miami, Florida 33018

9. INITIAL OFFICERS OF THE CORPORATION: The initial officers of the corporation shall be:

President: Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

Vice President/Secretary/Treasurer: Beatriz Djebelli-Perez,
14806 NW 88 Avenue
Miami, Florida 33018

The corporation may have a maximum of five (5) officers consisting of a president, a treasurer, a secretary and two vice-presidents.

10. NAME AND ADDRESS OF INCORPORATOR:

Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

11. NAME AND ADDRESS OF PERSON SIGNING THESE ARTICLES:

Ramon Zahory Duran,
1370 W. 83 Street
Hialeah, Florida 33012

12. INITIAL OFFICE OF THE CORPORATION: The initial office of the corporation shall be located at: 14806 NW 88 Avenue, Miami, Florida 33018.

13. TERM OF DIRECTORS: The directors of this corporation shall serve one-year terms. Directors may be re-elected without limitation and to the number of terms they are permitted to serve.

14. AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendments thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed and

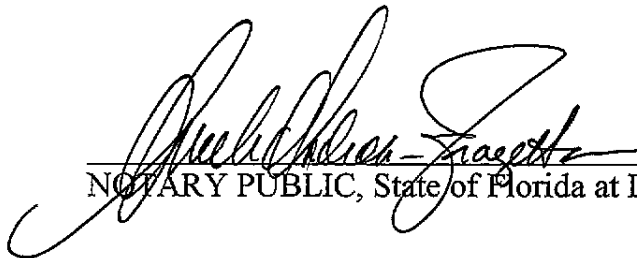
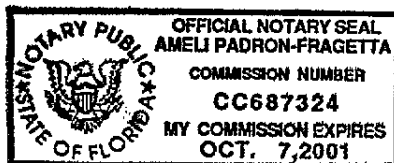
executed these Articles of Incorporation on this 13th day of September, 2000.



RAMON ZAHORY DURAN, Incorporator

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing Articles of Incorporation were acknowledged before me, the undersigned authority, this 13th day of September, 2000, by Ramon Zahory Duran, who is personally known to me or who provided a Florida Driver License as identification, and who did take an oath.



NOTARY PUBLIC, State of Florida at Large

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the corporation, RZD AIR
CONDITIONING, INC., as its registered agent at the place designated in the Articles of
Incorporation, I, Beatriz Djebelli-Perez, of 14806 NW 88 Avenue, Miami, Florida
33018, hereby agree to act in this capacity, and agree to comply with the provisions of
Section 48.091 of the Florida Statutes relative to keeping open such office.

Dated: September 13th, 2000.


BEATRIZ DJEBELLI-PEREZ
Registered Agent

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