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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PORTIELES' REFRIGERATION, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2-00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Articles of Incorporation

of

PORTIELES' REFRIGERATION, CORP.

(a corporation for profit)

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together in order to form a CORPORATION FOR PROFIT under the provisions of § 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME, ADDRESS AND AGENT

The name of this corporation shall be:

PORTIELES' REFRIGERATION, CORP.

(hereinafter referred to as "the corporation"). Its Registered Office shall be located at 3400 N.W. 100th. Street, MIAMI, FLORIDA 33147 and its Registered Agent shall be Mr. Adalberto PORTIELES

ARTICLE II - TERM OF EXISTENCE

The corporation's term of existence or duration shall be perpetual.

ARTICLE III - PURPOSES

The general nature of the business, objectives, and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Laws and Constitution of the State of Florida.

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01 MAR 15 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2 **ARTICLE IV - STOCK**

3
4 The stock of this Corporation shall be divided into ONE THOUSAND
5 (1,000.-) shares of stock of a par value of ONE and no/100 Dollars
6 (\$ 1.00) per share, all of one class, namely, Common Stock, and having an
7 aggregate value of ONE THOUSAND ----- and no/100 Dollars
8 (\$ 1,000.00). All said stocks shall be payable in cash, property, labor or
9 services, at a just valuation to be fixed by the Board of Directors; property, labor
10 or services may be purchased or paid for with the capital stock, at a just
11 valuation to set by the Board of Directors.

12
13 **ARTICLE V - CAPITAL**

14 The amount of capital with which this corporation shall begin business
15 shall be no less than One Thousand ----- and no/100 Dollars (\$1,000.00).
16

17 **ARTICLE VI - DIRECTORS**

18
19 The number of directors of the Corporation shall not be less than one(1)
20 or more than fifteen(15), or as provided in the Bylaws of this corporation.

21 **ARTICLE VII - BOARD OF DIRECTORS**

22
23 The names and addresses of the persons who are to serve as Directors
24 for the ensuing year, or until the first annual meeting of the corporation, are:
25
26
27
28

2
3 NAME(S)

4 ADDRESSES

5 Mr. Adalberto PORTIELES..... 3400 N.W. 100th. Street
6 MIAMI, FLORIDA 33147.-

7
8
9
10
11 a) Members of the Board of Directors shall be elected and hold office
12 in accordance with the By-Laws;

13 b) The business affairs of this corporation shall be managed by the
14 Board of Directors; and

15 c) The Board of Directors shall be shareholders in the Corporation.

16
17 ARTICLE VIII - OFFICERS

18
19 a) This corporation shall have the following officers:

- 20
21 1) a President;
22 2) a Vice-President;
23 3) a Secretary; and
24 4) a Treasurer.

25 b) A person may hold two or more offices;

26 c) The Board of Directors shall, by majority vote, elect the persons who
27 are to serve as officers for the ensuing year in their annual meeting or as
28 provided in the By-Laws; and

2 d) The names of the persons who are to serve as officers of this
3 corporation until the first annual meeting of the Board of Directors are as follows:
4

5 <u>NAMES</u>	6 <u>OFFICES</u>
7 Mr. Adalberto PORTIELES.....	8 President
9 Mr. Adalberto PORTEELES.....	10 Vice-President
11 Mr. Adalberto POTIELES.....	12 Secretary
13 Mr. Adalberto PORTIELES.....	14 Treasurer

15 **ARTICLE IX - SUBSCRIBERS**

16 The names, addresses, and numbers of shares of Common Stock each
17 of the Subscribers to these Articles agreed are as follows:

18 <u>NAMES AND ADDRESSES</u>	19 <u>NUMBER OF SHARES</u>
20 Mr. Adalberto PORTIELES 21 3400 N.W. 100th. Street 22 MIAMI, FLORIDA 33147.-	23 <u>One thousand shares</u>

2 **ARTICLE X - BY-LAWS**

3
4 The Board of Directors of this Corporation may provide such By-Laws for
5 the conduct of its business and the carrying out of its purpose as they may
6 deem necessary from time to time.

7 Upon proper notice, the By-Laws may be amended, altered, or rescinded
8 by a two-thirds ($\frac{2}{3}$) vote of those members of the Board of Directors present at
9 any regular meeting or special meeting call for that purpose.

10
11 **ARTICLE XI - AMENDMENTS**

12 These Articles of Incorporation may be amended at a special meeting of
13 the Shareholders called for that purpose, by a two-thirds ($\frac{2}{3}$) vote of the
14 Shareholders.

15 Further, amendments to these Articles of Incorporation may be made at
16 a regular meeting of the Shareholders upon notice, as provided by in the By-
17 Laws, of intention to submit such amendments, and approval by a two-thirds
18 ($\frac{2}{3}$) vote of the Shareholders.

19 WE, the undersigned subscribing Incorporators, have hereunto set our
20 hands and seals, this Twelve day of March, A.D. 2001, for the
21 purpose of forming this Corporation for Profit under § 607 of the Florida
22 Statutes.

23 *[Signature]* Amelberto Portales (L.S.)
24
25
26
27
28

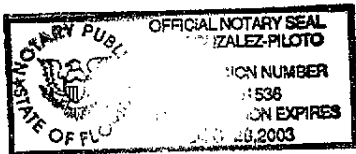
ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

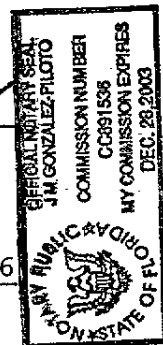
BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, duly qualified and commissioned by the Governor and Secretary of State of the aforementioned State, by virtue of the authority granted to me by the Laws and Constitution of the aforementioned State, personally appeared Mr. ADALBERTO PORTIELES

to me known to be the persons described in as Subscribers and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this Twelve day of March, A.D. 2001, in the City of Miami, County of Dade, State of Florida.



J.M. Gonzalez-Piloto
Mr. J. M. Gonzalez-Piloto
Notary Public
State of Florida
Commission Number: CC891536



My commission expires: December 28, 2003.-

1 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
2 THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED
3 OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE
4 SERVED.

5 In compliance with § 607.034, Florida Statutes, the following is submitted:

6
7 First -- That "PORTIELES' REFRIGERATION, CORP."
8
9 desiring to organize under the Laws of the State of Florida with its principal
10 office, as indicated in the Articles of Incorporation, in the City of MIAMI,
11 County of MIAMI-DADE, State of Florida, has named Mr. Adalberto PORTIELES,
12
13 in the City of MIAMI, County of Dade, State of Florida, as its registered
14 agent to accept services of process within the State of Florida.

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01 MAR 15 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

15
16
17
18
19
20 ACCEPTANCE:

21 Having been named to accept service of process for the above stated
22 corporation, at the place designated in this certificate, I hereby accept to act in
23 this capacity, and agree to comply with the provisions of said Act, relative to
24 keeping open said office.

25
26 by: Adalberto Portieles
27 Mr. Adalberto Portieles
28 Registered Agent for

"PORTIELES' REFRIGERATION, CORP."

3400 N.W. 100th. Street
MIAMI, FLORIDA 33147.-

Phone: (786) 367-3579.-