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THE LAW OFFICES OF
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June 26, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Att.: New Filing

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-06/29/01--01098--001
*****70.00 *****70.00

Re: Sunshine Air & Arc, Inc.

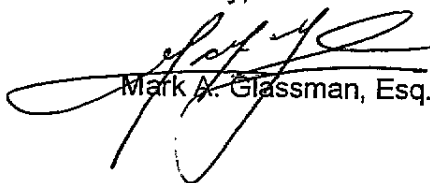
To Whom It May Concern:

Please find enclosed the following documentation with respect to the creation of Sunshine Air & Arc, Inc.:

1. Articles of Incorporation for Sunshine Air & Arc, Inc.;
2. Designation of Registered Agent and Registered Office; and,
3. Check for \$70 to the Department of State covering filing fees (\$35) and Appointment of Registered Agent (\$35).

Please do not hesitate to contact me should the Division of Corporations require any additional information.

Sincerely,


Mark A. Glassman, Esq.

cc: Maria Franco

FILED
01 JUN 29 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNSHINE AIR & ARC, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned organizer adopts these Articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

NAME

The name of the corporation is: Sunshine Air & Arc, Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is commercial air conditioner repair and maintenance, and commercial welding and fabrication.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue one class of stock, that stock being 100 shares with no par value, common stock, with identical rights and privileges, the transfer of which is at the sole discretion of the majority of current Directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually, and at the discretion of the current Directors.

ARTICLE V

ADDRESS

The initial post office address of the principle office of the corporation in the State of Florida is 3411 W. Meadows Circle, Miramar, FL 33025. The Board of Directors may from time to time move the principle office to any other address in Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VI

DIRECTORS

The corporation shall have one (1) director, however, the number of directors may be increased or diminished from time to time at the discretion of the majority of current Directors.

ARTICLE VII

INITIAL DIRECTORS

The name and post office addresses of the initial Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Maria Franco	Owner/President	3411 West Meadows Circle Miramar, Florida 33025

ARTICLE VIII

SUBSCRIBERS

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Maria Franco	100	\$100

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

The effective date of this corporation shall be when these Articles of Incorporation are filed with the Secretary of State for the State of Florida.

ARTICLE XI

INITIAL REGISTERED AGENT

The initial registered agent of this Corporation is Mark Glassman, Esq., The Law Offices of Freedland, Scalese & Glassman, 2665 Executive Park Drive, Suite 3, Weston, FL 33331.

IN WITNESS WHEREOF, the undersigned, under penalty of perjury, being one of the original organizers of this corporation, hereby files these Articles of Incorporation, and declares and certifies that the facts stated herein are true.

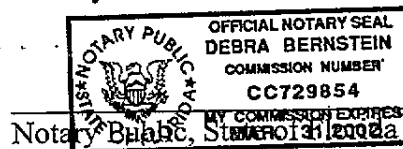

Maria Franco

STATE OF FLORIDA
BROWARD COUNTY

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Maria Franco, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal in Broward County of the State of Florida this 26 day of June, 2001.

My commission expires: 3/31/02




Debra Bernstein

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Chapter 607, Florida Statutes, SUNSHINE AIR & ARC, INC., herein submits this Certificate of Designation of Registered Agent and Registered Office to Designate a Registered Agent and Registered Office in the State of Florida. The name and address of the registered agent is:

Mark Glassman, Esq.
The Law Offices of Freedland, Scalese & Glassman
2665 Executive Park Drive, Suite 3
Weston, FL 33331

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



Mark Glassman, Esq.

6/22/01

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA