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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**ALL AIR OF SOUTH DADE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	087
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01 AUG 14 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight AUG 15 2001

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ARTICLES OF INCORPORATIONOFALL AIR OF SOUTH DADE, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE INAME OF CORPORATION

The name of this corporation is:

ALL AIR OF SOUTH DADE, INC.

The principal office is located at 17890 SW 264 Street, Homestead, Florida 33030.

ARTICLE IIPURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

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DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

This Instrument Prepared by:  
John P. Maas, Esq.  
44 N.E. 16th Street  
Homestead, Florida 33030  
Fl. Bar No: 435910

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ALL AIR OF SOUTH DADE, INC.

ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Richard DiBennedetto	17890 SW 264 Street Homestead, Florida 33030	50
Wanda DiBennedetto	17890 SW 264 Street Homestead, Florida 33030	50

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or

decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Richard DiBenedetto	17890 SW 264 Street Homestead, Florida 33030
Wanda DiBenedetto	17890 SW 264 Street Homestead, Florida 33030

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XPRE-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.

ARTICLE XIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XIIINDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

DATED this 14th day of August, 2001.

  
Richard DiBenedetto

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT ALL AIR OF SOUTH DADE, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT HOMESTEAD, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

  
Richard DiBenedetto

Title

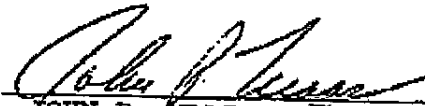
Incorporator

Date

8/14/01

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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

  
JOHN P. MAAS

Date

8-14-01

2001/CORP/ALL AIR OF SOUTH DADE, INC.

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STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Richard DiBenedetto, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 14th day of August, 2001.



Doris D. M...  
My Commission CCS23423  
Expires April 20, 2004

My Commission Expires:

[Signature]  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_

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