N ភ្ន L 500005877795-- 9 -06/20/02--01015--004 *****78.75 *****78.75 CORPORATION(S) NAME **Profit**) NonProfit) Amendment () Merger () Dissolution () Foreign) Mark) Limited Partnership) Annual Report) Other) Reinstatement) Reservation) Change of Registered Agent **Certified Copy** } Photo Copies () Certificate Under Seal

Name
Availability
Document
Examiner

Updater

Verifier

Acknowledgment

() Call When Ready

Pick Up

() After 4:30

() Mail Out

) Call If Problem

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CR2E031 (R8-85)

W.P. Verified

CERTIFICATE OF INCORPORATION

OF

International Compressor Remanufacturing, Inc.

02 JUN 20 AM II: 54
SECRETARY OF STATE
TALLAHASSEE, FLORID

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

International Compressor Remanufacturing, Inc.

ARTICLE II

The general nature of the business and the objects 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 Statutes of the State of Florida and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit, including but not limited to:

REMANUFACTURE, REBUILD AND REPAIR OF HVAC/R COMPRESSORS.

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ARTICLE III

The stock of this Corporation shall be divided into TWO HUNDRED---(200) shares of stock of the par value of FIFTY DOLLARS (\$25.00) per share, all of one class, namely, Common Stock, and having an aggregate value of FIVE THOUSAND DOLLARS (\$5,000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the Capital Stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS-----(\$5000.00).

ARTICLE V

The principal place of business for the Corporation shall be at 9550 N.W. 12TH STREET, MIAMI, FLORIDA 33172, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The number of directors shall not be less than two (2) nor more than four (4)

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ARTICLE VIII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

EMILIO M. BROWN

13614 N.W. 10TH ST.

DIRECTOR

MIAMI, FL. 33182

JORGE PEREZ

300 REX AVE. APT. 10

DIRECTOR

PALM SPRINGS, FL. 33461

ASTRID E. BROWN

13614 N.W. 10TH ST.

DIRECTOR

MIAMI, FL. 33182

ARTICLE IX

The name and post office addresses of the President and Secretary, who shall hold office until their successors are elected or appointed or have qualified are:

EMILIO M. BROWN

13614 N.W. 10TH ST.

PRESIDENT

MIAMI, FL. 33182

JORGE PEREZ

300 REX AVE. APT. 10

VICE-PRES.

PALM SPRINGS, FL. 33461

ASTRID E. BROWN

13614 N.W. 10TH ST.

SECRETARY

MIAMI, FL. 33182

ARTICLE X

The name and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

EMILIO M. BROWN

13614 N.W. 10TH ST.

101 SHARES

MIAMI, FL. 33182

JORGE PEREZ

300 REX AVE. APT. 10

99 SHARES

PALM SPRINGS, FL. 33461

Total Shares: 200 Shares at \$25.00 per share, all of the proceeds shall amount to at least FIVE THOUSAND DOLLARS (\$5,000.00).

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
and acknowledged to be filed in the office of the Secretary of State the
foregoing Certificate of Incorporation, this 18th day of April, 2002.
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EMILIO M. BROWN
1) 1 n a

JORGE PEREZ

astrid Brown
ASTRID E. BROWN

COUNTY OF DADE) ss STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared EMILIO M. BROWN, JORGE PEREZ and ASTRID E. BROWN and acknowledged before me that they signed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this /9th day of _________2002.



NOTARY PUBLIC, State of Florida at Large

My Commission expires: Oct 21, 2004

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

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

FIRST—THAT, INTERNATIONAL COMPRESSOR
REMANUFACTURING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS
NAMED EMILIO M. BROWN LOCATED AT 13614 NW 10TH
STREET, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Ostrid Brown

TITLE: Secretary

DATE: 06-19-02

HAVING BEEN NAMED TO ACCEPT SERVICE 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:

(RESIDENT AGENT)

DATE:

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