



**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

Office Use Only

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

1. PROFESSIONAL AIR CONDITIONING & SERVICE  
(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**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF  
PROFESSIONAL AIR CONDITIONING & SERVICE INC.

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporations, for he profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be : PROFESSIONAL AIR CONDITIONING & SERVICE INC.

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organised for the purpose of transacting any, or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is 500 shares of common stock at \$ 200

( two dollars ) per share. <sup>two dollars</sup>

ARTICLE - V

Principal

The post office address of the initial registered office of this corporation in the State Of Florida is :

3876 SW 112 Ave # 313, Miami FL, 33165

The name of the initial registered agent at such address is :

Ricardo Bendana

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by - laws

ARTICLE - VII

The board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

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2005 DEC 27 P 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

<u>BOARD OF DIRECTORS</u>	<u>ADDRESS</u>
Ricardo Bendana ( President)	9619 Fontainebleau Blvd #102 Miami ,Fl. 33172
Luis A Hernandez (Secretary)	594 SW 14 Crt, Miami Fl. 33184

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is :

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ricardo Bendana	9619 Fontainebleau Blvd #102 Miami, Fl. 33172	33172 250

ARTICLE - IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE - X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

Preemptive rights ( NOT ) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this

16 day of Dec, 2005

X *Ricardo Bendana*  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA (

COUNTY OF DADE ( SS

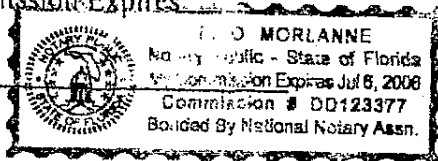
BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared:  
Ricardo Bendana

Who first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal at Miami, Dade County Florida, this 16 day of Dec, 2005

*E. J. Morlanne*  
NOTARY PUBLIC, STATE OF  
FLORIDA

My Commission Expires



**CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 48.091, Florida statutes, the is submitted, in compliance with said Act:

First - That Professional, Air Conditioning SERVICE INC.

qualified to do business under the laws of the State of Florida with its principal office at 3876 SW 112 Ave #313 Miami of State of Florida

has appointed Ricardo Bendana

( Street address and number of building, Post Office Box of acceptable ).

City of Miami County of Dade

State of, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT : ( MUST BE SIGNED BY DESIGNATED AGENT )**

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

By   
( Registered Agent )

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 DEC 27 P 1:00

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