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DIVISION OF CORPORATIONS

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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**base & ralph enterprises, inc.**

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ARTICLES OF INCORPORATION  
OF  
BASE & RALPH ENTERPRISES, INC.

406000112450  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BASE & RALPH ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including owning and operating air conditioning companies.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

ARTICLE IV. ADDRESS

The principal office and mailing address of the Corporation is 18921 S.W. 32<sup>nd</sup> Court, Miramar, Florida 33029.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024 and the name of the registered agent of the corporation at the aforesated address is Arnold M. Straus, Jr.

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#### **ARTICLE VI. TERM OF EXISTENCE**

This Corporation shall commence upon filing these Articles with the Secretary of State and it shall exist perpetually.

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

#### **ARTICLE VII. DIRECTORS**

This corporation shall have two directors and the number of directors may be increased from time to time as provided in the By-Laws, but shall never be less than two. The name and street address of the members of the Board of Directors are:

RAFAEL PRIETO

18921 S.W. 32<sup>nd</sup> Court  
Miramar, Florida 33029

CARLOS PRIETO

6195 N.W. 186<sup>th</sup> Street  
Apt. 115  
Miami Gardens, Florida 33015

#### **ARTICLE IX. OFFICERS**

The name and address of the officers of the corporation who shall hold office until successors are elected or appointed are:

President:

RAFAEL PRIETO

18921 S.W. 32<sup>nd</sup> Court  
Miramar, Florida 33029

Secretary:

CARLOS PRIETO

6195 N.W. 186<sup>th</sup> Street  
Apt. 115  
Miami Gardens, Florida 33015

**ARTICLE X. SUBSCRIBER**

The name and street address of the subscriber of these Articles of  
Incorporation is:

ARNOLD M. STRAUS, JR.

10081 Pines Boulevard – Suite C  
Pembroke Pines, Florida 33024

The undersigned has executed these Articles of Incorporation on this 25<sup>th</sup> day of  
April, 2006.


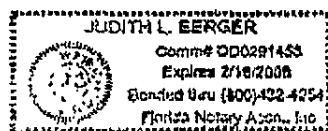


ARNOLD M. STRAUS, JR.

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

SS:

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April,  
2006, by Arnold M. Straus, Jr. who is personally known to me.



NOTARY PUBLIC, State of Florida  
My Commission Expires:

TOTAL P.05

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**CERTIFICATE DESIGNATING PLACE 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 following is submitted, in compliance with said Act:

First-That **BASE & RAFAEL ENTERPRISES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 18921 S.W. 32<sup>nd</sup> Court, Miramar, Florida 33029, has named Arnold M. Straus, Jr., Esq., located at 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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.



ARNOLD M. STRAUS, JR., ESQ.  
REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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