

Law Offices
CHRISTINE E. BRYCE, P.A.

20401 N.W. 2nd Avenue
The Chasyn Building
Suite 206
Miami, Florida 33169
January 11, 1995.

Office: (305) 651-4558
Fax: (305) 653-5286

Department of State
Division of Corporations
P.O. Box 327
Tallahassee, Florida 32311

Subject: S REFRIGERATION & APPLIANCE, INC

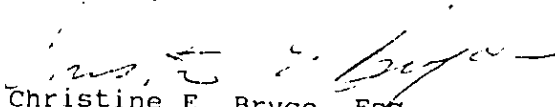
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Genique Corporation, Inc. and a check for \$70.00

FROM: CHRISTINE E. BRYCE, P.A.
20401 NW 2nd Avenue
Suite 206
Miami, Florida 33169.

Please send the acknowledgement of incorporation to this address.

Sincerely,


Christine E. Bryce, Esq.
for the firm

Encl:

EFFECTIVE DATE

JAN 17 1995

FILED
95 JAN 16 AM 8 13
TALLAHASSEE, FLORIDA
SECRET
STATE

T. BROWN JAN 19 1995

ARTICLES OF INCORPORATION
OF

ED'S REFRIGERATION & APPLIANCE, INC.

EFFECTIVE DATE

FILED
95 JAN 16 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 17 1995

ARTICLE I

The name of the corporation shall be Ed's Refrigeration & Appliance, Inc.

ARTICLE II

The principal place of business and mailing address shall be 11 East Lucy Street, Florida City, Florida 33034.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV

The name and address of the initial registered agent is Edward B. McTaggart, 11 East Lucy Street, Florida City, Florida 33034.

ARTICLE V

The name and street addresses of the incorporators to these Articles of Incorporation are:

Edward B. McTaggart
11354 SW 152nd Terrace,
Miami, Florida 33157
President

Edward B. McTaggart
11354 SW 152nd Terrace,
Miami, Florida 33157
Secretary

ARTICLE VI

Each incorporator shall be issued shares at the time of

incorporation. The number of said shares multiplied by the par value of the shares shall be equal to his/her initial cash contribution. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be specified by written agreement among all the shareholders of this corporation. 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.


ARTICLE VII

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

ARTICLE VIII

The effective date of these Articles of Incorporation shall be January 17, 1995.

The undersigned incorporator has executed these Articles of Incorporation this 17-18-95 day of January, 1995.


EDWARD B. MCTAGGART

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 JAN 16 AM 8:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is ED'S REFRIGERATION & APPLIANCE, INC.
2. The name and address of the registered agent and office is:

Edward B. McTaggart
11 East Lucy Street,
Florida City, Florida 33034.

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.

SIGNATURE

Edward B. McTaggart
EDWARD B. MCTAGGART

DATE

1 - 13 - 1995