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JUL-23-95 1:05 PM FROM: EMPIRE CORP LT P. 2
S PUBLIC ACCESS SYSTEM
((H95000007027))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H95000007027))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MIAMI AIR CONDITIONING & REFRIGERATION, INC.
FAX AUDIT NUMBER: H95000007027 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/23/1995 TIME REQUESTED: 17:23:35
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255
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R.A. Accep
W-12948
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TALLAHASSEE, FL 32399
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RECEIVED
95 JUN 26 AM 8:24
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MIAMI AIR CONDITIONING & REFRIGERATION, INC.
REF: W95000012948

We have received your document for MIAMI AIR CONDITIONING & REFRIGERATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent. (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000007027
Letter Number: 495A00031107

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

MIAMI AIR CONDITIONING & REFRIGERATION, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: MIAMI AIR CONDITIONING & REFRIGERATION, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of contracting, installation and service of air conditioning and refrigeration equipment and for transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

ARTICLE III

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of Five (\$5.00) Dollars per share.

These Articles Prepared By:
Bethony Brenman, Esq.
FBN 434418
28 West Flagler Street, Suite 500
Miami, Florida 33134
(305) 374-1234

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FILED
95 JUN 26 PM 3:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLE IV

INITIAL CAPITAL

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

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is BETHONY BRENNAN and the initial registered office, which is the same office as that of the Registered Agent, is 28 West Flagler Street, Suite 500, Miami, FL 33130. The principal office of the corporation is located at 28 West Flagler Street, Suite 500, Miami, Florida. The Management may from time to time move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors.

ARTICLE VIII

INCORPORATOR

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

BETHONY BRENNAN 28 West Flagler Street
Suite 500
Miami, Florida 33130

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JUN-23-1995 17:00 FROM EMPIRE

TO DIV CORP ELT F1 P.05

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Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Dade county, Florida, the year and day aforesaid.


Signature of Notary Public
Luis H. Flores
Printed Name of Notary Public

My commission expires:

Personally known/produced

as identification

Did/did not take oath



LUIS H FLORES
My Commission 00370784
Expires May 08, 1998
Issued by HAI
800-472-1868

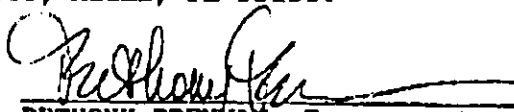
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, MAKING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That MIAMI AIR CONDITIONING & REFRIGERATION, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 28 West Flagler Street, Suite 500, Miami Florida, has named BETHONY BRENMAN, as its agent to accept service of process within Florida at 28 West Flagler Street, Suite 500, Miami, FL 33130.


BETHONY BRENMAN, Incorporator

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.


BETHONY BRENMAN, Registered Agent

DATED: 6/23/95

FILED
JUN 16 PM 3:10
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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