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((H95000007421))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: REFRIGERATION ENGINEERING & MANUFACTURING, INC.
FAX AUDIT NUMBER: H95000007421 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/05/1995 TIME REQUESTED: 10:42:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003255

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TALLAHASSEE, FLORIDA

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TO

JUL-05-1995 11:29 FROM

CRAIG S. BULKLEY, ESQ.
6701 SUNSET DR. #104
MIAMI, FL 3314-3
(305) 645-0355
FL BAR NO.
*015520

**REFRIGERATION ENGINEERING & MANUFACTURING, INC.
ARTICLES OF INCORPORATION**

The undersigned, a natural person competent to contract and acting as the Incorporator of REFRIGERATION ENGINEERING & MANUFACTURING, INC. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATION'S NAME

The name of this corporation is REFRIGERATION ENGINEERING & MANUFACTURING, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in any activity or businesses permitted under the laws of the United States of America and the State of Florida, and has power to transact national and international business.

ARTICLE IV - SUBSCRIBER'S NAME AND ADDRESS

The name and addresses of each subscriber to these Articles of Incorporation are Raul Montes (Jr.) and Maria T. Montes, each at 7115 Miami Lakes Drive, N-27, Miami, FL 33014.

ARTICLE V - REGISTERED AGENT'S NAME AND ADDRESS

The name and address of the Registered Agent are Raul Montes (Jr.), 7115 Miami Lakes Drive, N-27, Miami, FL 33014.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially, whose name and address are Raul Montes (Jr.), 7115 Miami Lakes Drive, N-27, Miami, FL 33014. The number of directors may be either increased or decreased from time to time according to the corporation's by-laws in the manner provided by law, but shall never be less than one.

ARTICLE VII - PROVISIONS GOVERNING DIRECTORS

A. QUALIFICATIONS

Directors of this corporation do not have to be stockholders or Florida residents.

B. RELOCATION OF OFFICES

The Board of Directors may move the corporate offices to any other address.

C. VOTING

One Hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the directors present and voting shall be the act of the Board of Directors.

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D. INFORMAL ACTION

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

E. INDEMNIFICATION

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted any legal action as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any finding or judgment of gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically provided for herein.

F. GROUNDS FOR REMOVAL FROM OFFICE

At a meeting of the shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of a majority of the holders of the shares then entitled to vote at an election of directors.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares. Said shares shall be of a single class, and shall have a par value of one (\$5.00) Dollars per share.

ARTICLE IX - CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE X - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation or shares issued in exchange for services rendered, in the ratio that

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the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - PROVISIONS GOVERNING SHAREHOLDERS

A. SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

B. QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XII - RESTRICTION ON DIRECTORS' AUTHORITY TO MORTGAGE OR PLEDGE ASSETS

The Board of Directors of the corporation may not authorize the mortgaging, pledge or creation of a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

ARTICLE XIII - AMENDMENT OF ARTICLES AND BYLAWS

A. ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

B. BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the shareholders by a majority vote.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 3rd day of July, 1995.


RAUL MONTES (Jr.)

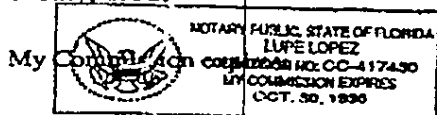
STATE OF FLORIDA)

COUNTY OF DADE)

ss

The foregoing instrument was acknowledged before me this 3rd day of July, 1995, by Raul Montes (Jr.), who are personally known to me and has produced a driver's license as identification and did take an oath.

WITNESS my hand and official seal in the County and State named above this 3rd day of July, 1995.




Notary Public

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H7 JUVENILE, F&A

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

First -- That Raul Montes (Jr.), desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, ~~at the City of Miami, County of Dade, State of Florida,~~ has named himself as 'its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Statutes relative to keeping open said office. I am familiar with and accept the obligations of this position.

Raul Montes (Jr.), Registered Agent

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