



*F. Service & Air Conditioning, Inc.*

Licensed & Insured  
State Lic. CMC 55408

3450 N.W. 7 Street  
Miami, Florida 33125

**P96000003866**

Telephone (305) 541-0222  
Telecopier (305) 541-1675

**Certified Mail No.: Z 286 501 709**  
**Return Receipt Requested**

January 5, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: New Filings

RECEIVED  
1-5-96

100001683201  
-01/10/96--01012--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
The Standing S. Corporation

Dear Sir or Madam:

Kindly file the attached Articles of Incorporation with the Secretary of State.

Enclosed is a check in the sum of \$122.50 made payable to the Secretary of State for filing fee, as well as a Certified Copy of the Articles.

Should you have any questions with regard to this matter, please do not hesitate to contact me.

Sincerely yours,

*Felix Ruano, Jr.*  
Felix Ruano, Jr.

FR:mr

Enclosures

*Marta Ruano* GAVE

AUTHORIZATION BY PHONE TO  
CORRECT *file, P.O. of Business*  
DATE *1/11/96*  
DOC EXAM *Doris Brown*

RECEIVED  
TALLAHASSEE, FLORIDA

56 JAN -9 PM 5:54

FILED

D. BROWN JAN 11 1996

EFFECTIVE DATE  
1-5-96

ARTICLES OF INCORPORATION  
OF  
THE STANDING S. CORPORATION

FILED  
55 JAN -9 PM 5:54  
RECEIVED  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE  
NAME

The name of the corporation is: THE STANDING S. CORPORATION  
3456 N.W. 7TH STREET  
MIAMI, FLORIDA 33125

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual. It shall commence its existence on January 5, 1996.

ARTICLE THREE  
PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE FOUR  
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

This corporation is authorized to issue preferred shares in such classes and in such amounts and with such par values as shall be determined by the board of directors of the corporation by a majority vote at a special meeting held for the purpose of issuing such shares. The preferred shares

shall have such preferences as to the payment of, and entitlement to such percentage of, the dividends of the corporation as shall be determined by the board of directors at the aforesaid special meeting. The classes of such preferred shares shall have such preferences in the assets of the corporation over other classes of shares upon the voluntary or involuntary liquidation of the corporation as the board of directors shall enact at such meeting. At such meeting, the Articles of Incorporation of this corporation shall be amended and the enacted resolution shall be recorded with the Secretary of State of Florida prior to the issuance of any such shares. The board of directors of the corporation is expressly authorized and empowered to establish the series and classes of preferred shares and to affix and determine the variations and the relative rights and preferences as between series and the board of directors shall have the authority to divide any or all such classes into series and to fix and determine the relative rights and preferences of the shares of any series so established. The holders of preferred shares of the corporation shall have no voting rights except as expressly required by Florida law.

ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 3456 N.W. 7 Street, Miami, Dade County, Florida 33125 . The name of the initial registered agent of this corporation at that address is Mirta B. Ruano.

**ARTICLE SIX**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have TWO director(s) initially. The name and address of the initial director(s) of the corporation are:

Felix Ruano, Jr. Director	3456 N.W. 7 Street Miami, Florida 33125
Mirta B. Ruano Director	3456 N.W. 7 Street Miami, Florida 33125

**ARTICLE SEVEN**  
**OFFICERS**

The corporation shall have TWO officers, initially. The name and address of the initial officers of the corporation are:

Felix Ruano, Jr. President/Treasurer	3456 N.W. 7 Street Miami, Florida 33125
Mirta B. Ruano Vice President/Secretary	3456 N.W. 7 Street Miami, Florida 33125

**ARTICLE EIGHT**  
**INCORPORATORS**

The name(s) and address(es) of the person(s) signing these Articles is: Felix Ruano, Jr., 3456 N.W. 7 Street, Miami, Dade County, Florida 33125.

**ARTICLE NINE**  
**BY-LAWS**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

ARTICLE TEN  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law the board of directors and the holders of the common stock of the corporation. Preferred shareholders shall have no right to vote upon amendments to the Articles of Incorporation except as specifically required by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1996.

  
Felix Ruano, Jr., Incorporator

STATE OF FLORIDA)  
                                  ) SS.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Felix Ruano, Jr., known to me personally, or who produced the following as identification \_\_\_\_\_, and known by me to be the person who executed the foregoing Articles of Incorporation.

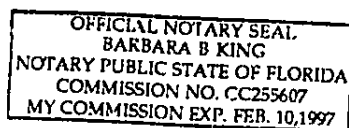
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 5<sup>th</sup> day of January, 1996.

  
Notary Public, State of Florida

Print: Barbara B King

SERIAL NO.: \_\_\_\_\_

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

I 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 Florida General Corporation Act relative to keeping open said office.

Marta L. Ruano

FILED  
95 JAN -9 PM 5:54  
TALLAHASSEE, FLORIDA