

P96000006164  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Air Depot, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for Filing Fee & Certified Copy.

FROM: Felipe Batlle  
Name (printed or typed)  
P.O. Box 55-7441  
Address  
Miami, Florida 33255-7441  
City, State & Zip  
(305) 665-2162  
Daytime Telephone Number

FILED  
96 JAN -5 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-5-96

JAN 9 1996 BSB

9000001680039  
-01/05/96--01049--020  
\*\*\*\*122.50 \*\*\*\*122.50

504

W96-732

b:transltr 01/03/96



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

**January 9, 1996**

**FELIPE BATLLE**  
**P. O. BOX 55-7441**  
**MIAMI, FL 33255-7441**

**SUBJECT: AIR DEPOT INC.**  
**Ref. Number: W96000000732**

We have received your document for AIR DEPOT INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6925.

**Brenda Baker**  
**Corporate Specialist**

**Letter Number: 996A00001181**

**FILED**

**ARTICLES OF INCORPORATION  
OF  
A/C Depot & Services Inc.**

**96 JAN -5 PM 4:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**WE, THE UNDERSIGNED, INCORPORATORS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY PRESENT THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PURSUANT TO THE FLORIDA BUSINESS CORPORATION ACT.**

**ARTICLE I  
CORPORATE NAME**

**EFFECTIVE DATE  
1-1-96**

**THE NAME OF THE CORPORATION SHALL BE:  
A/C Depot & Services Inc.**

**ARTICLE II  
PRINCIPAL OFFICE**

**THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:**

**8616 N.W. 8th Street  
Miami, Florida 33126**

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

**THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.**

**ARTICLE IV  
CAPITAL STOCK**

**THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE HUNDRED (100) SHARES OF STOCK OUTSTANDING AT ANY ONE TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE NO PAR VALUE.**

**ARTICLE V  
INITIAL CAPITAL**

**THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED NO/100 (100.00) DOLLARS.**

**ARTICLE VI  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

**THIS CORPORATION IS TO EXIST PERPETUALLY. THE DATE WHEN THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN SHALL BE: January 1, 1996.**

**ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

*Jose Somarriba  
8616 N.W. 8th Street  
Miami, Florida 33126*

**ARTICLE VIII  
DIRECTORS**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

THE NAME AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE SLATE OF CORPORATE OFFICERS ARE AS FOLLOWS:

NAME	ADDRESS	TITLE
<i>Jose Somarriba</i>	<i>8616 N.W. 8th Street Miami, Florida 33126</i>	<b>PRESIDENT/ TREASURER</b>
<i>Lucila Somarriba</i>	<i>8616 N.W. 8th Street Miami, Florida 33126</i>	<b>VICE-PRES/ SECRETARY</b>

**ARTICLE IX  
INCORPORATORS**

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS
<i>Jose Somarriba</i>	<i>8616 N.W. 8th Street Miami, Florida 33126</i>
<i>Lucila Somarriba</i>	<i>8616 N.W. 8th Street Miami, Florida 33126</i>

**ARTICLE X  
PRE-EMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDERS WISH TO DISPOSE OF HIS STOCK, IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONAFIDE OFFER BY ANY THIRD PERSON AND SAID STOCK SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF THE SAID STOCK IS NOT PURCHASED WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER AT THE PRICE OF THE BONAFIDE OFFER OF THE THIRD PERSON.

**ARTICLE XI  
AMENDMENTS**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

**ARTICLE XII**

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF January 1996.

  
\_\_\_\_\_  
Jose Somarriba

  
\_\_\_\_\_  
Lucila Somarriba

**FILED**

96 JAN -5 PM 4:45

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERIGNED 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:  
A/C Depot & Services, Inc.
2. The name and address of the registered agent and office is:

Jose Somarriba  
8616 N.W. 8th Street  
Miami, Florida 33126

**ACKNOWLEDGEMENT:**

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.

  
Jose Somarriba

January 3, 1996

Date