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 TALLAHASSEE, FLORIDA 32301  
 FAX: (904) 492-4000

FROM: FERRO-ROCKWELL COMPANY  
 SUITE 200  
 MIAMI FL 33135-9-0000  
 CONTACT: RAY BYRMONT  
 PHONE: (305) 541-3694  
 FAX: (305) 541-3770

*96000017541*

((H96000002648)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: FERRO-AIR  
 FAX AUDIT NUMBER: H96000002648  
 DATE REQUESTED: 02/23/1996  
 CERTIFIED COPIES: 0  
 NUMBER OF PAGES: 5  
 ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED  
 TIME REQUESTED: 13:51:05  
 CERTIFICATE OF STATUS: 0  
 METHOD OF DELIVERY: FAX  
 ACCOUNT NUMBER: 072450003255

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 95 FEB 26 PM 4: 48  
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*total 4225*  
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*505*

*[Signature]*

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 95 FEB 23 PM 3: 34  
 DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
Secretary of State

February 26, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: FERCO-AIR**  
**REF: W96000004225**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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. #: W96000002648  
Letter Number: 496AU0008210

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95 FEB 26 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FERCOP-AIR, INC.

The undersigned, acting as incorporator of FERCOP-AIR, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FERCOP-AIR, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of A/C MAINTENANCE, SERVICE AND INSTALLATION, and in all businesses incidental thereto, and may also engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

Rolando E. Leiva CPA page 1  
7400 SW 50 Terrace #302  
Miami, FL 33155  
(305)663.1511

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

3245 S.W. 132 AVE.  
MIAMI, FL 33175

and the name of the corporation's initial registered agent at that address is:

RICARDO E. FERNANDES.

ARTICLE V.A. PHYSICAL LOCATION OF BUSINESS

7086 S.W. 44 ST.  
MIAMI, FL 33155

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Title</u>
RICARDO E. FERNANDES, <u>ADDRESS:</u> 3245 S.W. 132 AVE. MIAMI, FL 33175	PRESIDENT
MANUEL CONTRERAS <u>ADDRESS:</u> 14102 S.W. 55 AVE. MIAMI, FL 33175	VICE-PRES./SECRETARY

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name  
RICARDO E. FERNANDEZ

Address  
3245 S.W. 132 AVE.  
MIAMI, FL 33175

ARTICLE VIII BYLAWS.

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

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**ARTICLE IX SEC. 1244 STOCK**

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

**ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of February, 1996.

x   
RICARDO R. FERNANDEZ, PRES.

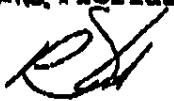
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for **FERCO-AIR, INC.** the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

**FERCO-AIR, INC.** Florida Corporation



X  
**RICARDO E. FERNANDES**  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

(((H96000002928))) 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: (804) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H96000002928))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: FERCOP-AIR, INC.  
FAX AUDIT NUMBER: H96000002928 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/29/1996 TIME REQUESTED: 14:49:23  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072450003255

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NUM CAPS Connect: 00:04:5

*Att: Linda*

*Conrad  
Linda*

FILED  
96 MAR -7 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ENTERED TO THE DIVISION OF CORPORATIONS  
96 MAR -7 AM 11:37  
CERTIFIED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 1, 1996

**FERCOP-AIR, INC.**  
**7066 S.W. 44TH STREET**  
**MIAMI, FL 33155**

**SUBJECT: FERCCP-AIR, INC.**  
**REF: P96000U17541**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The current name of the entity is as referenced above. Please correct your document accordingly.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 796A00009289





FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

March 6, 1996

FERCOP-AIR, INC.  
7066 S.W. 44TH STREET  
MIAMI, FL 33155

SUBJECT: FERCOP-AIR, INC.  
Ref. Number: P96000017541

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The current name of the entity is as referenced above. Please correct your document accordingly.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 096A00009986

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26 MAR -7 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FERCOP-AIR, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The certificate of incorporation of FERCOP-AIR, INC., assigned document number 226000017541, heretofore approved and filed in the office of the Secretary of State of Florida, on FEBRUARY 26, 1996 is hereby amended in the following particular:

**ARTICLE I. NAME**

The name of the corporation is to be change from FERCOP-AIR, INC. to FERCO-AIR, INC.

Rolando Leiva CPA  
7400 SW 30 terrace # 302  
Miami, FL 33155  
(305) 663-1511

826200000944

826200000944

89000002928

CERTIFICATE OF APPROVAL OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF

FERCOP-AIR, INC.

I, the undersigned, being the President and Secretary of FERCOP-AIR INC. hereby certify that the Board of Directors of the corporation AND SHAREHOLDERS did unanimously approve and recommend, on the 29TH day of FEBRUARY 1996, at a meeting duly called for the purpose, that the Articles of Incorporation of FERCOP-AIR, INC. heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 26th day of FEBRUARY 1996, be amended in the manner set forth in the attached page and did propose said amendment to the stockholders of the corporation who unanimously approved the amendments.

WE DO FURTHER CERTIFY that at a meeting duly called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the 29th day of February 1996.

IN WITNESS WHEREOF, the President/Secretary of the corporation has hereunto affixed his signature, and also affixed the corporate seal this 29th day of February 1996.

ATTEST:

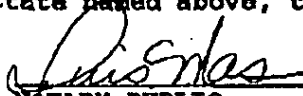


\_\_\_\_\_  
President/Secretary  
Ricardo E. Fernandez  
STATE OF FLORIDA  
COUNTY OF DADE

I DO HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named the take oaths and acknowledgements, personally appeared Ricardo E. Fernandez, President/Secretary of Ferco-Air, Inc. to me well known to be the individual described in and who executed the foregoing Amendment to Certificate of Incorporation and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this the 29 day of February, 1996.

MY COMMISSION EXPIRES:

  
\_\_\_\_\_  
NOTARY PUBLIC  
Notarial seal

89000002928