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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
190 EAST GUNN STREET
TALLAHASSEE, FL 32301
FAX: (904) 422-4000
FROM: FERROO CORPORATE AIR COMPANY
SUITE 200
MIAMI FL 33135-9-0000
CONTACT: RAY STARMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000002648))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FERROO-AIR
FAX AUDIT NUMBER: H96000002648

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/23/1996

TIME REQUESTED: 13:51:05

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072450003255

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96 FEB 26 PM 4:48
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TALLAHASSEE, FLORIDA

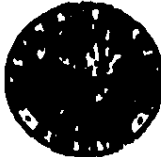
Wrote 4225
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[Signature]

DIVISION OF CORPORATIONS

96 FEB 23 PM 3:34

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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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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

H 960000 02648

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:

Name
RICARDO E. FERNANDES,
Address:
3245 S.W. 132 AVE.
MIAMI, FL 33175

Title
PRESIDENT

MANUEL CONTRERAS
Address:
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

page 4

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

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NR-07-1990-10143
4/49/90

P.02
2:49 PM

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. FLAULER 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
DOCUMENT TYPE: BASIC AMENDMENT

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

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Att: Linda

*Compac ✓
Linda*

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95 MAR -7 AM 11:37

02/29/96

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



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: FERCOP-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. Mortham
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

FERCOP-AIR, INC.

I, the undersigned, being the President and Secretary of PERCOP-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 PERCOP-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 Farco-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