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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BE COOL AUTO AIR, INC.

FAX AUDIT NUMBER: H96000008848

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/25/1996

TIME REQUESTED: 14:40:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION

OF

BE COOL AUTO AIR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is BE COOL AUTO AIR, INC.

The business address of is 2700 N. St. Rd. 7, Lauderdale Lakes, FL 33313.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the

Prepared by:

LAW OFFICES
OF
EDWARD J. CHANDLER, P.A.
P.O. BOX 11155
FT. LAUDERDALE, FL 33339
305-561-5322 FAX-561-2724

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foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 6581 N.W 22 St., Sunrise, FL 33313, and the name of its registered agent is SARAH POMERANTZ.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one and the name and address of each person who is to serve as a director is:

Sarah Pomerantz 6581 N.W. 22 St., Sunrise, FL 33313

Nissim Levy 6581 N.W. 22 St., Sunrise, FL 33313

Rosalyn Pomerantz 1273 E. 27th St., Brooklyn, NY 12210

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or

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without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The offices of this corporation may consist of a president, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officers of this corporation shall be:

President/treasurer: Sarah Pomerantz 6581 N.W. 22 St., Sunrise, Fl 33313

Secretary: Nissim Levy 6581 N.W. 22 St., Sunrise, Fl 33313

Vice president: Rosalyn Pomerantz 1273 E. 27th St. Brooklyn, NY 11210

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of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of LAUDERDALE LAKES, County of Broward, State of Florida, has named SARAH POMERNANTZ, located at 6581 N.W. 22 St., Sunrise, FL 33313, Broward County, Florida, 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 provision of said Act relative to keeping open said office.

Sarah Pomernantz
SARAH POMERNANTZ
Registered Agent

ARTICLE TWELVE

The name and address of the incorporator is

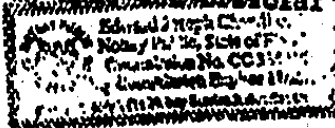
Sarah Pomernantz
SARAH POMERNANTZ
6581 NW 22 St
Sunrise, FL 33313

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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared SARAH POMERNANTZ, to be well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that she/they executed said instrument for the purposes therein expressed and produced the following as identification: P 565-788-56-643-0

WITNESS my hand and official seal this 25th day of June, 1996.



Edward J. Hinch
NOTARY PUBLIC