

JUN-20 1996 16103 3:41 PM EMPIRE CORPORATE KIT P.01/17

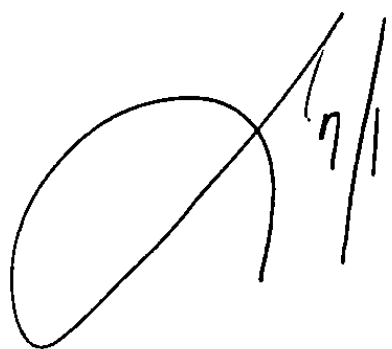
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF REVENUE 102 W. FLAGLER ST.
TALLAHASSEE, FL 32399 SUITE 200
TALLAHASSEE, FL 32399 MIAMI, FL 33135
FAX (904) 921-1000 CONTACT: JAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GOODMAN CORPORATION
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION**OF****GOODMAN CORPORATION****ARTICLE I****Name**The name of this corporation is: **GOODMAN CORPORATION****ARTICLE II****Purpose**

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III**Capital Stock**

This corporation is authorized to issue 100,000 shares of common stock of \$0.01 per value each.

ARTICLE IV**Presumptive Rights**

The corporation elects to have presumptive rights.

ARTICLE V**Restrictions on transfer of shares**

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

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PREPARED BY: JOSE CERVERA - 782 NW 42 AVE #637
FBN. 323901 MIAMI, FL 33126
305-441-0003

ARTICLE VI**Main Place of Business, Initial Registered Office and Agent**

The initial registered office, and mailing address of the Corporation is: 8249 N.W. 34th Street, Suite 216, Miami, Florida 33166 and the Registered Agent is: JUAN CARLOS BAEZ.

ARTICLE VII**Initial Board of Directors**

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time in the manner provided in the by-laws.

ARTICLE VIII**Incorporators**

The names and addresses of the persons signing these articles are:

<u>Name</u>	<u>Street Address</u>
JUAN CARLOS BAEZ	8249 N.W. 34th Street, Suite 216 Miami, Florida 33166

ARTICLE IX**Officers**

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X**By-Laws**

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but

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only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

Procedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County C.P.A. Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountants so nominated shall be considered as nominated by the party or parties that have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and

shall agree to maintain harmless and defend indemnified those who participate in accordance with the provisions of this Article and the consequences of the performance of their duties, including those arising out of negligence.

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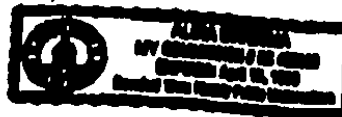
STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JUAN CARLOS BAEZ, who is personally known to me or who produced Valid Florida Drivers License, as his identification to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same, this 24 day of June, 1996.

(Signature)
 (Printed Name)
 (Title)
 (Notarial Serial Number)
 (My Commission Expires)

Julia M. M...
Julia M. M...
 NOTARY PUBLIC-STATE OF FLORIDA
CC 452600
April 13, 1999

(Official Seal):



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Julia M. M...
 REGISTERED AGENT

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EMPIRE CORPORATE KIT

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ARTICLE XII

Date of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation, this 24th day of JUNE, 1996.

JUAN CARLOS BAEZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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