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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SPRING FASHION, INC.

AUDIT NUMBER.....H97000008367

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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97 MAY 21 AM 10:21  
TALLAHASSEE, FLORIDA

bm 5/21/97

H9700008367

④

ARTICLES OF INCORPORATION

OF

Spring Fashion, Inc.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

FILED  
97 MAY 21 AM 10:21

TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Spring Fashion, Inc.

The principle place of business of this corporation shall be:

48 E. Flagler Street Suite 4  
Miami, FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or lawfull activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....(500 )

Shares of common stock; having par value of:.....(\$1.00 ) each

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>NAME(S)</u>	<u>TITLE(S)</u>	<u>ADDRESS (ES)</u>
Jin Koo Lee	President/ Secretary	6904 SW 88th Street Miami, FL 33156

Sandy H. Cho, CPA  
2750 NW 3rd AVE #9  
Miami, FL 33127  
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)

ADDRESS(ES)

Jin Koo Lee

6904 SW 88th Street  
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 20th day of May, 19 97.

Signature(s) of Incorporator(s)

(Signature)

STATE OF FLORIDA

COUNTY OF \_\_\_\_\_

Dade

THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of May, 19 97, by Jin Koo Lee  
(Name of incorporator)

of Spring Fashion, Inc.

(Name of Corporation)

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires: May 7, 1999

H97000008367

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FILED

97 MAY 21 AM 10:21

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECTION 607.325, FLA. STAT.  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned 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: Spring Fashion, Inc.

2. The name and address of the registered agent and office is:

Jin Koo Lee

48 E. Flagler Street Suite 4

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33131

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE May 20, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE May 20, 1997

H97000008367

P97000045021

FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.

A PROFESSIONAL ASSOCIATION  
AVENTURA CORPORATE CENTER, SUITE 505  
20601 BISCAYNE BOULEVARD  
AVENTURA, FLORIDA 33180-1422

TELEPHONE (305) 933-2000  
TELEFAX (305) 936-0101

May 8, 1997

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-05/19/97--01133--003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Florida Filing Section

RE: WORLDWIDE REFRIGERATION INDUSTRIES, INC.  
Firm File No. 6797.000

Dear Sir or Madam:

With reference to the above captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

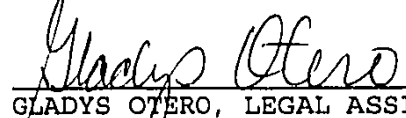
Filing Fee:	\$ 35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	<u>35.00</u>
Total:	\$122.50

As time is of the essence we would appreciate it if you would return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

FROMBERG, FROMBERG, LEWIS & BRECKER  
A Professional Association

  
GLADYS OTERO, LEGAL ASSISTANT

/s/ go  
Enclosures

af 5/21/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 11 11:12 AM '00

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLDWIDE REFRIGERATION INDUSTRIES, INC.**

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of this corporation is: **WORLDWIDE REFRIGERATION INDUSTRIES, INC.**

The principal office and mailing address of this corporation is: **4920 SW 166th Avenue, Fort Lauderdale, Florida 33331**

**ARTICLE II - CORPORATION**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation **4920 SW 166th Avenue, Fort Lauderdale, Florida 33331** and the name of the initial registered agent at that address is **CHRISTINE N. MONTES**.

**ARTICLE VI - BOARD OF DIRECTORS**

This corporation shall have Two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws.

The names and addresses of the initial members of the Board of Directors of this corporation are:

**MARIO MONTES  
CHRISTINE N. MONTES  
4920 SW 166th Avenue  
Fort Lauderdale, Florida 33331**

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the Incorporators to these Articles of Incorporation are:

**MARIO MONTES  
CHRISTINE N. MONTES  
4920 SW 166th Avenue  
Fort Lauderdale, Florida 33331**

#### **ARTICLE VIII - INDEMNIFICATION**

**A. Indemnity.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**B. Expenses.** To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1997.

Mario Montes  
MARIO MONTES

Christine N. Montes  
CHRISTINE N. MONTES

STATE OF FLORIDA       )  
                                      ) SS.:  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of May, 1997, by MARIO MONTES and CHRISTINE N. MONTES. They are personally known by me or who have produced DRIVERS' LICENSES as identification.

Gladys Otero  
Printed Name: GLADYS OTERO  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: \_\_\_\_\_



GLADYS OTERO  
My Comm Exp. 8/14/98  
Bonded By Service Ins  
No. CC400202  
(If Personally Known) (If Not)



**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

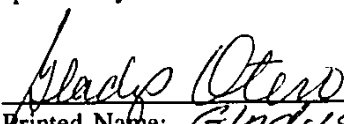
That, **WORLDWIDE REFRIGERATION INDUSTRIES, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 4920 SW 166th Avenue, Fort Lauderdale, Florida 33331 and the name of the initial registered agent at that address is **CHRISTINE N. MONTES**, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, **CHRISTINE N. MONTES**, hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of her duties.

  
**CHRISTINE N. MONTES**

STATE OF FLORIDA     )  
                                  ) SS.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of May, 1997, by, **CHRISTINE N. MONTES**. She is personally known to me or who has produced DRIVERS LICENSE as identification.

  
Printed Name: GLADYS OTERO  
**NOTARY PUBLIC, STATE OF FLORIDA**  
My Commission Expires: \_\_\_\_\_



GLADYS OTERO  
My Comm Exp. 8/14/98  
Bonded By Service Ins  
No. CC400202  
☒ Personally Known    ☒ Other I.D.

FILED  
SECRETARY STATE  
MAY 14 1997  
FORT LAUDERDALE