

PA7000065679

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002237393--7
-07/14/97--01120--003
*****78.75 *****78.75

SUBJECT: REFRIMASTER, INC.
(Proposed corporate name - must include suffix)

RECEIVED
7-11-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ENRIQUE SOTOLONGO
Name (printed or typed)
3230 BW 66 Terr.
Address
MIRAMAR FL. 33023
City, State & Zip
(954) 985-8644
Daytime Telephone number

FILED
97 JUL 14 AM 9:32
STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

PAID
7/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

ENRIQUE SOTOLONGO
3230 SW 66 TERRACE
MIRAMAR, FL 33023

SUBJECT: REFRIMASTER, INC.
Ref. Number: W97000016296

We have received your document for REFRIMASTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

MUST STATE THE ACTUAL NUMBER OF SHARES AND NOT UP TO A MAXIMUM NUMBER. ZERO IS NOT ACCEPTABLE.

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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 697A00036154

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME :

THE NAME OF THE CORPORATION SHALL BE : _____

REFRIMASTER, INC

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97 JUL 24 AM 9:32
SECRET
TALLAHASSEE, FLORIDA

ARTICLE TWO

NATURE OF BUSINESS :

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE ESTATE OF FLORIDA.

EXEMPT
F-11-97

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS; JULY 11, 1997

ARTICLE FOUR

MINIMUM CAPITAL :

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN TWO-HUNDRED FIFTY DOLLARS (\$ 250.00) OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW. THE INITIAL CAPITAL IS: \$ 500.00

ARTICLE FIVE

NUMBER OF DIRECTORS

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE DIRECTOR WHO IS A CITIZEN OR RESIDENT OF THE UNITED STATES

OF AMERICA. THE STOCKHOLDERS OF THE CORPORATION MAY FROM TIME TO TIME, AND AT ANY TIME, INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE DIRECTOR.

ARTICLE SIX

CLASSES OF DIRECTORS :

THE BY-LAWS OF THE CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERMS SHALL CONTINUE LONGER THAN THREE (3) YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN NUMBER OF DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE SEVEN

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE EIGHT

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.

B. AUTHORIZED: THE NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 50 SHARES.

C. PAR VALUE : EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF :NO PAR

D. CONSIDERATION: SHARES OF COMMON STOCK MAY ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY OF THE FOREGOING COMBINATIONS, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.

E. NONASSESABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NONASSESABLE.

F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

G. ACCUMULATIVE VOTING. NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF ACCUMULATIVE VOTING.

H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.

I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHARTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT.

FIRST THAT ENRIQUE SOTOLONGO
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF HOLLYWOOD

COUNTY OF BROWARD, STATE OF FLORIDA, HAS
NAMED REGISTERED AGENT OF REFRIMASTER, INC.

LOCATED AT: 5722 WASHINGTON ST.

COUNTY OF: BROWARD STATE OF: FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

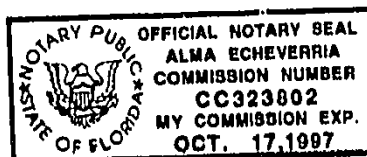
ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPTE 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.

Enrique Sotolongo
ENRIQUE SOTOLONGO
(REGISTERED AGENT)

7/10/97

Alma Echeverria
NOTARY PUBLIC.



REGISTERED AGENT

SUBSCRIBER INITIAL DIRECTOR AND

INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, A UNITED STATES CITIZEN OR RESIDENT COMPETENT TO CONTRACT, EXECUTES THIS CERTIFICATE OF INCORPORATION AS SOLE SUBSCRIBER, INITIAL DIRECTOR, AND FIRST REGISTERED AGENT. THE UNDER-SIGNED INDIVIDUAL SHALL HOLD OFFICE AS A DIRECTOR AND REGISTERED AGENT UNTIL HIS SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR APPOINTMENT. THE STREET ADDRESS OF SUCH INDIVIDUAL SHALL BE THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL OFFICE OF THIS CORPORATION. THIS CORPORATION MAY CHANGE ITS REGISTERED AGENT AND PRINCIPAL OFFICE AT ANY TIME.

SUBSCRIBER REGISTERED AGENT: ENRIQUE SOTOLONGO

DIRECTOR: JOSEPH C. SCUNCIO

STREET ADDRESS/ PRINCIPAL OFFICE:
5722 WASHINGTON ST. HOLLYWOOD, FL. 33021

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER DOES, MAKE SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

DATE: 7/10/97 SIGNATURE: *Enrique Sotolongo*

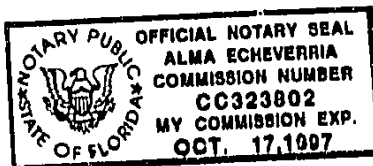
STATE OF FLORIDA /COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, ENRIQUE SOTOLONGO TO ME WELL KNOWN, AND KNOWN TO ME THE INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THE SAME WAS EXECUTED FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF I HAVE HEREONTO AFFIXED MY HAND AND OFFICIAL SEAL, AT HIALEAH, DADE COUNTY, FLORIDA.

DATE: 7/10/97

Alma Echeverria
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: REFRIMASTER, INC.

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

ENRIQUE SOTOLONGO

(Name)

5722 WASHINGTON ST.

(P.O. Box not acceptable)

HOLLYWOOD, FL 33021

(City/State/Zip)

97 JUL 14 AM 9:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

7/10/97
(Date)