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To: Division of Corporations
Fax Number : (850) 205-0389

From: Account Name : LAW OFFICE OF KATHLEEN BROWN, P.C.
Account Number : 120070000023
Phone : (703) 622-8484
Fax Number : (703) 852-2716

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

AIR TEMP NORTH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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Amended and Restated Art

T. Roberts FEB 13 2007

CONFIDENTIAL FAX

To: FL Dept. of State

From: Law Office of Kathleen Brown, P.C.

Company:

Fax Number: 10021082192

MESSAGE

Enclosed for filing please find the Amended and Restated Articles of Incorporation of Air Temp North America, Inc. Please call me at (703) 622-8484 with any questions. Kathleen Brown, Esq.

Date: 2007-02-12

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2007 FEB 13 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AIR TEMP NORTH AMERICA, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned, being the President and Chief Executive Officer of AIR TEMP NORTH AMERICA, INC. (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of Florida on December 11, 1997, Document No. P97000104436.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and a majority of its shareholders on February 2, 2007. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I – NAME

The name of the Corporation is: Air Temp North America, Inc.

ARTICLE II – NATURE OF BUSINESS

This Corporation may engage or transact in any and all lawful 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 60,000,000 to include 50,000,000 shares of common stock having \$.0001 par value per share and 10,000,000 shares of preferred stock at \$.0001 par value per share.

Series A 8% Convertible Preferred Stock

1. Designation. The distinctive designation of the series of Preferred Stock established hereby shall be the "Series A 8% Convertible Preferred Stock" (the "Series A Preferred Stock").
2. Number of Shares. The total number of shares of Series A Preferred Stock shall be 1,500,000 shares, \$.0001 par value per share. The number of shares of Series A Preferred Stock may from time to time be decreased (but not below the number then outstanding) by the Board of Directors, but may not be increased.

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3. Dividends. The Series A 8% Convertible Preferred Stock shall pay out cumulative dividends at the rate of 8% per year, payable quarterly, in cash or shares of the Company's common stock at the Company's election. In the event the Company elects to pay such dividends in shares of the Company's Common Stock (once the Company has an active trading market since no active market currently exists), the number of shares to be issued shall be based on the average of the closing prices of the Company's Common Stock, as reported on the Nasdaq Over the Counter Bulletin Board (or such other market on which the Company's Common Stock is then traded) for the 10 consecutive trading days preceding the record date for each such dividend, with such record date being the 14th day preceding the end of each calendar quarter.

4. Conversion. Each share of Series A Convertible Preferred Stock shall be convertible into 7.30278 shares of the Company's Common Stock at any time after six (6) months from date of issuance of the Preferred Stock and prior to notice of redemption at the option of the holder, subject to adjustment for customary anti-dilution events (Conversion Rate). Subject to certain restrictions, the Series A 8% Convertible Preferred Stock shall automatically convert into shares of the Company's Common Stock upon any of the following events: (i) the sale by the Company of all, or substantially all, of its assets; (ii) the consummation of a merger or a consolidation; or (iii) the sale or exchange of all, or substantially all, of the outstanding shares of the Company's common stock (including by way of merger, consolidation, or other similar action).

5. Liquidation Preference. In the event of the liquidation, dissolution or winding up of the Company, the holders of Series A Convertible Preferred Stock shall have a liquidation preference over holders of common stock and shares junior to the Series A 8% Convertible Preferred Stock equal to \$11.00 per share. There shall be no additional unsecured debt or preferred stock senior in liquidation to the Series A preferred shares.

6. Redemption. The Series A 8% Convertible Preferred Stock shall be redeemable, at the option of the Company, for cash in the amount of \$11.00 per share of Series A Convertible Preferred Stock or for shares of the Company's Common Stock in accordance with the Conversion Rate, in the event the closing sale price of the Company's Common Stock, as reported on the Nasdaq Over the Counter Bulletin Board (or such other market on which the Company's Common Stock is then traded), is greater than or equal to \$1.66 for any five consecutive trading days. In addition, the Series A 8% Convertible Preferred Stock shall be redeemable, at the option of the holder, at any time, for shares of the Company's Common Stock in accordance with the Conversion Rate. At any time after March 1, 2009, at the option of the holder, the Series A 8% Convertible Preferred Stock shall be redeemable for cash in the amount of \$11.00 per share of Series A Convertible Preferred Stock or for shares of the Company's Common Stock in accordance with the Conversion Rate. After such date, if redemption is for cash, shares will be redeemed (amortized) at the rate of 1/10 of such aggregate shares per quarterly period for any 10 consecutive quarters commencing after September 1, 2012. Any redemption by either the Company or the holder shall be subject to 15 days written notice.

7. Voting Rights. Holders of the Series A Preferred Stock shall not have any voting rights.

8. Severability of Provisions. If any preferences or other rights, voting powers,

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restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the shares of Series A Preferred Stock set forth in these Articles are invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other preferences or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications or terms or conditions of redemption of the shares of Series A Preferred Stock set forth in these Articles that can be given effect without giving effect to the invalid, unlawful or unenforceable provision shall, nevertheless, remain in full force and effect and no preferences or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the shares of Series A Preferred Stock herein set forth shall be deemed dependent upon any other provision hereof unless so expressed herein.

ARTICLE IV – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is: 2000 Ponce de Leon Blvd., 6th floor, Coral Gables, Florida 33134. The name of the Corporation's registered agent at that office is: Business Centers International-Coral Gables, LLC.

ARTICLE V – TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI – PRINCIPAL OFFICE

The address for the principal office of the Corporation is: 2000 Ponce de Leon Blvd., 6th floor, Coral Gables, Florida 33134.

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ARTICLE VII – CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hay Street
Tallahassee, Florida 32301

THIRD: The foregoing amendments were adopted by all of the Directors and the majority of holders of the common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on February 12, 2007. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation, as amended, was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2 day of February, 2007.

AIR TEMP NORTH AMERICA, INC.

By:

Jorge Alberto Habib Abumerhi
President and Chief Executive Officer

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Business Centers International-Coral Gables, LLC, a company authorized to transact business or conduct its affairs in this state, having a business office identical with the registered office at the registered agent address set forth above, and having been designated as the registered agent for the corporation in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent in Section 607.0505 of the Florida Statutes.

By: Christant Horsley
officer

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