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January 14, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/15/98--01053--013  
\*\*\*122.50 \*\*\*122.50

To Whom It May Concern:

RE: Keep Cool Corporation, Inc.

On Monday, January 12<sup>th</sup> via regular mail I sent you the originals and one copy of the **Articles of Incorporation**; I forgot to include the check. Please find enclosed check and a copy of the first page of the Articles of Incorporation.

Please accept my apologies for this inconvenience.

Thank you,

  
Jose A. Perez

FILED  
98 JAN 26 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~0078-1111~~

Dmc  
1-26-98

January 22, 1998

RE: KEEP COOL CORPORATION

Ms. Doris McDuffie  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Ms. McDuffie:

As per our conversation on Wednesday, January 21, 1998 please find the enclosed "Articles of Incorporation". I deleted the suffix "Incorporated" and initialed next to it as per your instructions.

Please note that the Corporations correct name is listed above. On the letter that was sent to me "Cool" was misspelled as "Kool".

Thank you and I apologize for the inconvenience.

Enclosure: Articles of Incorporation  
Letter dated 1-14-98.

Jose A. Perez



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 14, 1998

JOSE ALBERTO PEREZ  
272 SPRINGS AVE.  
MIAMI SPRINGS, FL 33166

SUBJECT: KEEP <sup>C</sup>KOOL CORPORATION, INC. *Perez*  
Ref. Number: W98000000967

We have received your document for KEEP <sup>COOL</sup> ~~KOOL~~ CORPORATION, INC. *Perez*, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please delete one of the corporate suffixes from the corporate name.

Please return the original and one copy of 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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 498A00002206

ARTICLES OF INCORPORATION  
OF

Page

FILED

Name of corporation

KEEP COOL CORPORATION INC.

JEREZ 98 JAN 26 PM 12:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KEEP COOL CORPORATION INC.

JEREZ

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred SHARES(100) of Five dollar (s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The principal office, or mailing address of the corporation is:

NAME KEEP COOL CORPORATION, INC. JEREZ

ADDRESS 272 SPRING AVE.

CITY Miami Springs STATE FLORIDA 33166

The name and street address of the Initial Registered Agent of this corporation is:

NAME / JOSE ALBERTO PEREZ

ADDRESS /272 Springs Ave.

CITY Miami Springs, Fl 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE ( 1 ) director(s) initially. The number of directors may be either increased or diminished from time to time by the BY - LAWS , but shall never be less than one (1). The name(s) and address(es) of the initial director(s) the corporation is (are) as follows.

NAME / Jose Alberto Perez  
ADDRESS / 272 Spring Avenue  
CITY Miami Spring State Florida, 33166

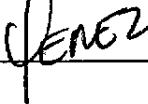
NAME  
ADDRESS  
CITY STATE ZIP

ARTICLE VII - INCORPORATORS


The name and address(es) of the incorporator(s) signing these Articles of incorporation is (are) as follows:

NAME / Jose Alberto Perez  
ADDRESS / 272 Spring Avenue  
CITY Miami Spring State Florida 33166


IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5th day of January 1998

x 

STATE OF FLORIDA )  
SS  
COUNTY OF DADE )

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: Jose Alberto Perez and ~~Fidel Quintana~~ <sup></sup> known to me and known to be the person (s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this Fifth day of January of 1998.

  
(Notary Public, State of Florida at large)  
My Commission Expires: February 13th, 1999

STATE OF FLORIDA

)

SS

COUNTY OF                      DADE

)

before me, a Notary Public authorized to take acknowledgements  
in the State and County set forth above, personally appeared


Jose Alberto Perez

x CHEN

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that The executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this Fifth day of January of 1998.

(notary seal)

  
 (Notary Public, State of Florida at large)  
 My Commission Expires: February 13th, 1999  
 Bonded thru Pichard Ins. Agency

FILED

98 JAN 26 PM 12:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

KEEP COOL CORPORATION, INC. *Jenoz*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 272 Spring Avenue.

MIAMI SPRING, FLORIDA 33166  
has named Mr. JOSE ALBERTO PEREZ located at the aforesaid address as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

*Jenoz*  
\_\_\_\_\_  
(Registered Agent)