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LAW OFFICES
BERNSTEIN & BERGER, P.A.
SUITE 1707 NEW WORLD TOWER
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MIAMI, FLORIDA 33132

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 3:45

JEFFREY A. BERNSTEIN
DAVID S. BERGER

February 11, 1998

TELEPHONE 371-4555
AREA CODE 305
FAX 374-1789

FEDERAL EXPRESS

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

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RE: AeroCool, Inc.

Gentlemen:

Enclosed you will please find the original and one copy of the Articles of Incorporation of AeroCool, Inc. and my check in the amount of \$122.50. Please file these articles and forward a conformed copy to this office in the enclosed return FedEx air waybill.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY

JEFFREY A. BERNSTEIN, ESQ.

Jeffrey A. Bernstein GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 2/19/98
DOC. EXAM Dair Brown

D. BROWN FEB 19 1998

ARTICLES OF INCORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 3:45

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is AeroCool Handling, Inc.

ARTICLE I

The general nature of the business to be transacted by this corporation is to enter into any and all aspects of the operation of a cold storage facility, or any other lawful purpose. It shall have every corporate power granted by the Florida Legislature.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, \$1.00 par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The address of the principal office and the mailing address of the corporation are as follows:

7500 N.W. 25 Street
Unit 13
Miami, FL 33122

ARTICLE VI

The street address of the initial registered office of this corporation is:

100 N. Biscayne Boulevard
Suite 1707
Miami, Florida 33132

and the name of the initial registered agent of this corporation at that address is Jeffrey A. Bernstein.

ARTICLE VII

This corporation shall have three directors 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 three. The name and the address of the initial Directors of this corporation are:

Hernan Galindo
7500 N.W. 25 Street
Unit 13
Miami, FL 33122

Arturo Montoya
7500 N.W. 25 Street
Unit 13
Miami, FL 33122

Jaime Lara
7500 N.W. 25 Street
Unit 13
Miami, FL 331322

ARTICLE VIII

The name and address of the person signing these Articles is:

Jeffrey A. Bernstein, Esq.
100 N. Biscayne Blvd.
Suite 1707
Miami, FL 33132

ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE X

This corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of February, 1998.

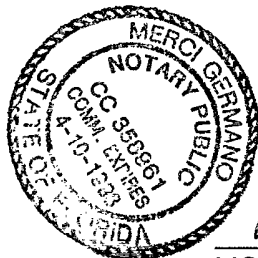



JEFFREY A. BERNSTEIN, ESQ.

STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared JEFFREY A. BERNSTEIN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of February, 1998.





NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First--That AeroCool Handling, Inc. 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 Miami, County of Dade, State of Florida, has named Jeffrey A. Bernstein located at 100 N. Biscayne Blvd., Suite 1707, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept 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.



REGISTERED AGENT

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 19 PM 3:45