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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: RITA SALCINES
075350000406

ACCT#:

CONTACT: RITA M SALCINES
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(305) 447-0276

NAME: UNIVERSAL COOLING TOWER, INC.

AUDIT NUMBER.....H98000004390

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

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ARTICLES OF INCORPORATION
OF
UNIVERSAL COOLING TOWER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE:

The name of this corporation is: **UNIVERSAL COOLING TOWER, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is **ONE THOUSAND (1,000)** shares of common stock, **ONE (\$1.00) DOLLAR** par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

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

**910 N.E. 209TH TERRACE, APT. 103
NORTH MIAMI BEACH, FLORIDA 33179**

and the name and address of the Registered Agent of this corporation is:

**PAULO SERGIO RODRIGUES
910 N.E. 209TH TERRACE, APT. 103
NORTH MIAMI BEACH, FLORIDA 33179**

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This document prepared by Rita Salcines (305) 443-1872
2827 SW 18 Street, Miami, Florida 33145

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ARTICLE SIX:

This corporation shall have three (3) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

MARIA INES MORASCO GERALDINI - PRESIDENT
910 N.E. 209 TERRACE, APT. 103
NORTH MIAMI BEACH, FL 33179

PAULO SERGIO RODRIGUES - VICE PRESIDENT
910 N.E. 209 TERRACE, APT. 103
NORTH MIAMI BEACH, FL 33179

LEONILDA APARECIDA BRIGANTI - SECRETARY/TREASURER
910 N.E. 209 TERRACE, APT. 103
NORTH MIAMI BEACH, FL 33179

ARTICLE SEVEN:

The names of the Incorporators of this corporation, who are the person signing these Articles are:

MARIA INES MORASCO GERALDINI
LEONILDA APARECIDA BRIGANTI

ARTICLE EIGHT:

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of March, 1998.



Maria Ines Morasco Geraldini, Incorporator



Leonilda Aparecida Briganti, Incorporator

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MARIA INES MORASCO GERALDINI and LEONILDA APARECIDA BRIGANTL, to me well known to be the persons described as the Incorporators in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 5th day of March, 1998.

Rita Salcines
Notary Public - State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

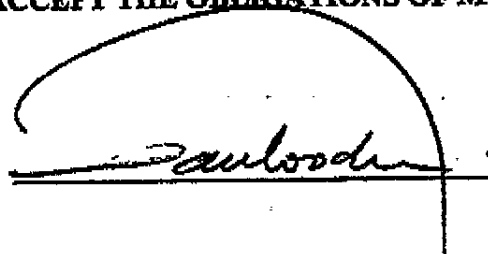
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **UNIVERSAL COOLING TOWER, INC.**
2. The name and address of the registered agent and office is:

PAULO SERGIO RODRIGUES
910 N.E. 209 TERRACE - APT. 103
NORTH MIAMI BEACH, FL. 33179

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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:



Date:

March 5, 1998

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