

P98000038675

April 20th. 1998.

STATE OF FLORIDA
CORPORATION RECORDS BUREAU
P.O. BOX: 6327
TALLAHASSEE, FL. 32314.

100002501261--7
-04/27/98--01071--020
****122.50 ****122.50

Attn: New Filing

DEAR SIR:

Enclosed you will find a check for \$ 122.50 (check #: 1227) and the Articles of law to cover the filing fees for:

COMPLETE AIR SERVICES CORP.

If you required additional information please contact Alex Wong at 954-434-7077 otherwise, mail the Papers to :

Alexander Wong
15552 Ravenswicke Manor,
Davie, Florida 33331.

Thank you;


ALEXANDER WONG
15552 Ravenswicke Manor,
Davie, Florida 33331.

FILED
98 APR 27 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/29/98

FILED

ARTICLES OF INCORPORATION

98 APR 27 AM 9:57

OF

COMPLETE AIR SERVICES CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN J. MARTINEZ, BEING OF LEGAL AGE, DO HEREBY SIGN THESE PRESENTS FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AUTHORIZING THE FORMATION OF CORPORATIONS.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

COMPLETE AIR SERVICES CORP.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, VIZ:

* A. AIR CONDITIONING REPAIR AND SERVICES.

* B. ANY LEGAL BUSINESS IN THE USA.

AND TO DO ANY AND ALL THINGS AND MATTERS NECESSARY AND APPERTAINING THERETO AND FURTHER ENABLING THIS CORPORATION TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATE AND OF THE STATE OF FLORIDA.

* C. TO BUILD, CONSTRUCT AND ALTER HOUSES, BUILDINGS AND STRUCTURES OF WHATSOEVER NATURE AND KIND; TO DEVELOP REAL PROPERTY GENERALLY; TO PURCHASE, MANUFACTURE, ACQUIRE, HOLD, OWN, LEASE, SELL, ASSIGN, TRANSFER, INVEST IN, TRADE IN, DEAL IN GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION.

* D. TO CONDUCT ALL TYPES OF BUSINESS AND OPERATIONS, TO HAVE ONE OR MORE OFFICES AND HOLD, PURCHASE, MORTGAGE, LEASE, DISPOSE OF, DEAL IN AND CONVEY REAL AND PERSONAL PROPERTY WITHOUT RESTRICTIONS IN THIS STATE AND IN ANY OTHER OF SEVERAL STATES, TERRITORIES, POSSESSIONS AND DEPENDENCIES OF THE UNITED STATE.

* E. TO ENGAGE IN, RENDER OR CARRY ON, ANY SERVICE OR OTHER BUSINESS AS PRINCIPAL OR AGENT, WITH POWER TO LET CONTRACTS FOR ANY SUCH SERVICE OR PRODUCT; AND TO MAKE AND CARRY OUT CONTRACTS OF EVERY KIND AND NATURE THAT MAY BE CONDUCTIVE TO THE ACCOMPLISHMENT OF ANY PURPOSES OF THIS CORPORATION.

* F. TO ACQUIRE BY PURCHASE, OR OTHERWISE, FOR INVESTMENT OR RESALE, AND TO WON, IMPROVE, OPERATE, SUBDIVIDE, LEASE MORTGAGE, SELL AND OTHERWISE DEAL IN, FOR CASH OR CREDIT BY CONVEYANCE, AGREEMENT FOR DEED, OR OTHER LAWFUL INSTRUMENT, REAL ESTATE OR MIXED PROPERTY LOCATED IN THE STATE OF FLORIDA OR ELSEWHERE, AND GENERALLY TO DEAL IN AND TRAFFIC AS OWNER OR AGENT IN REAL ESTATE, PERSONAL AND MIXED PROPERTY, AND ANY INTEREST OR ESTATE THEREIN, AND TO CREATE, OWN, LEASE, SELL, OPERATE OR DEAL IN FREEHOLD AND LEASEHOLD ESTATES OF ANY AND ALL NATURE WHATSOEVER AND TO BE AN INVESTOR IN REAL MIXED AND/OR PERSONAL PROPERTY, TO GRANT, SELL AND OTHERWISE DEAL IN FRANCHISES AND LICENSES.

* G. TO FACTOR, LEND OR BORROW MONEY, BE A SURETY, AND TO EXECUTE AND DELIVER, ACCEPT, TAKE AND RECEIVE NOTES, BONDS, DEBENTURES OR OTHER SECURITIES FOR THE PAYMENT OF SAME.

* H. TO ACT AS AGENT, BROKER, OR ATTORNEY-IN-FACT FOR ANY PERSON, FIRMS, OR CORPORATIONS IN BUYING, SELLING AND DEALING IN REAL OR PERSONAL PROPERTY OR SERVICES OF WHATSOEVER KIND OR NATURE AND IN MANAGING AND CONDUCTING ANY LEGAL ACTIONS, PROCEEDINGS AND BUSINESS RELATING TO ANY OF THE PURPOSES HEREIN MENTIONED OR REFERRED TO.

* I. TO ACQUIRE, HOLD, UNDERTAKE AND FULLY EXPLOIT THE GOOD WILL, PROPERTY, RIGHTS, FRANCHISES, ASSETS OF EVERY KIND AND THE LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, EITHER WHOLLY OR PARTLY, AND TO PAY FOR THE SAME IN CASH, STOCKS OR BONDS OF THE COMPANY OR OTHERWISE.

* J. IN ANY MANNER TO ACQUIRE, ENJOY, UTILIZE AND TO DISPOSE OF PATENTS, COPYRIGHTS AND TRADEMARKS, AND ANY LICENSE OR OTHER INTEREST THEREIN AND THEREUNDER.

* K. TO PURCHASE, SUBSCRIBE FOR OR OTHERWISE ACQUIRE, BECOME INTERESTED IN, DEAL IN AND WITH, INVEST IN, HOLD, PLEDGE, SELL, MORTGAGE, LEND MONEY ON, EXCHANGE OR OTHERWISE DISPOSE OF OR TURN TO ACCOUNT TO REALIZE UPON AS OWNER, AGENT, BROKER, OR FACTOR, ALL FORMS OF SECURITIES, INCLUDING STOCKS, BONDS, DEBENTURES, MORTGAGES, NOTES, EVIDENCING SHARES OF OR INTEREST IN COMMON LAW TRUST, TRUST AND TRUST ESTATES OR ASSOCIATIONS, CERTIFICATES OF TRUST OR BENEFICIAL INTERESTS IN TRUST, MORTGAGES, CONTRACTS AND OTHER INSTRUMENTS, SECURITIES AND RIGHTS, TO INVESTIGATE AND REPORT WITH RESPECT TO; AND TO UNDERTAKE, CARRY ON, AID, ASSIST OR PARTICIPATE IN THE ORGANIZATION, LIQUIDATION OR REORGANIZATION OF FINANCIAL, COMMERCIAL, MERCANTILE, MANUFACTURING, INDUSTRY OR OTHER BUSINESS CONCERNS, FIRMS, ASSOCIATIONS AND CORPORATIONS TO INSTITUTE, PARTICIPATE IN OR PROMOTE COMMERCIAL MERCHANDISE FINANCIAL AND INDUSTRIAL ENTERPRISE AND OPERATIONS.

* L. TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN THE PURCHASE OF OR ACQUISITION OF REAL, PERSONAL AND INTANGIBLE PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OR AFFAIRS AND WITHOUT LIMIT AS TO AMOUNT, AND TO SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER.

* M. TO ENTER INTO ANY PARTNERSHIP, LIMITED OR GENERAL, AS LIMITED OR GENERAL PARTNER, OR BOTH, AND TO ENTER INTO ANY OTHER ARRANGEMENT FOR PROFIT-SHARING, UNION OR INTEREST, OR COOPERATION, WITH ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY IN THE CARRYING ON OF ANY BUSINESS WHICH THIS CORPORATION IS AUTHORIZED TO CARRY ON, OR ANY BUSINESS OR TRANSACTION DEEMED NECESSARY, CONVENIENT OR INCIDENTAL TO CARRYING OUT ANY OF THE PURPOSES OF THIS CORPORATION.

* N. TO PURCHASE, HOLD, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK; SUBJECT, HOWEVER, TO SUCH LIMITATIONS AS MAY BE PROVIDED BY LAW; CAPITAL STOCK OWNED BY THE CORPORATION SHALL NO BE VOTED UPON DIRECTLY OR INDIRECTLY, NOR COUNTED AS OUTSTANDING FOR THE PURPOSE OF ANY STOCKHOLDERS QUORUM OR VOTE.

* O. TO DO ALL ACTS AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT OR PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES HEREIN AFTER OR BEFORE ENUMERATED OR INCIDENTAL TO THE POWERS HEREIN NAMED, OR WHICH SHALL AT ANY TIME APPEAR CONDUCTIVE OR EXPEDIENT FOR THE BENEFIT OR PROTECTION OF THE CORPORATION, EITHER AS HOLDERS OF, OR INTERESTED IN ANY PROPERTY, OR OTHERWISE.

* P. TO EXERCISE ALL OF THE POWERS WHICH ARE NOW OR MAY HEREAFTER BE CONFERRED UPON CORPORATIONS GENERALLY BY THE LAWS OF THE STATES OF FLORIDA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS :

FIVE HUNDRED (500) : SHARES-COMMON STOCK
NO PAR VALUE

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS SHALL BE NOT LESS THAN FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET ADDRESS OF SAID CORPORATION SHALL BE:

14970 S.W. 70TH, PLACE
DAVIE, FL. 33331

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3). AND THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION SHALL BE COMPRISED OF ONE (1) MEMBER.

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE PERSON WHO IS APPOINTED TO ACT AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY IS:

NAME	ADDRESS
JOHN J MARTINEZ	14970 S.W. 70 TH , PLACE DAVIE, FL. 33331

ARTICLE IX

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS A SUBSCRIBER AND THE NUMBER OF SHARES HE HAS AGREED TO PURCHASE ARE AS FOLLOWS:

NAME	ADDRESS	No. of SHARES
JOHN J. MARTINEZ	14970 S.W. 70 TH , PLACE DAVIE, FL. 33331	500

ARTICLE X

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDE BY LAW. EACH AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XI

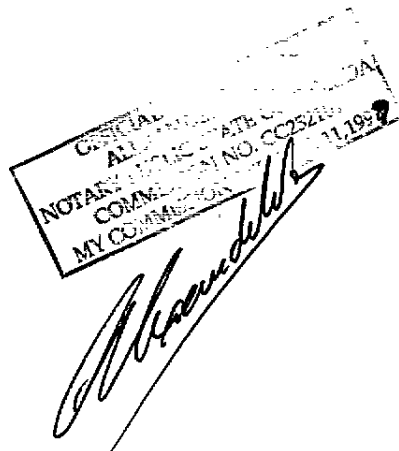
THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE: 14970 S.W. 70TH, PLACE DAVIE, FL. 33331.

ARTICLE XII

THE CORPORATION HAS DESIGNATED AS ITS REGISTERED AGENT,
JOHN J. MARTINEZ, WHO IS A RESIDENT OF THE STATE OF
FLORIDA, AND WHOSE BUSINESS OFFICE IS THE SAME AS THAT OF
REGISTERED OFFICE.

IN WITNESS WHEREAS, WE, THE UNDERSIGNED, BEING THE ORIGINAL
SUBSCRIBER TO THE CAPITAL STOCK HEREINABOVE NAMED, AND FOR THE
PURPOSE OF FORMING A CORPORATION PURSUANT TO THE CORPORATION
LAW OF THE STATE OF FLORIDA, DO MAKE AND FILE THIS CERTIFICATE,
HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED
ARE TRUE AND AGREE TO TAKE THE NUMBER SHARES OF STOCK
HEREINABOVE SET ORTH, AND ACCORDINGLY HAVE HEREUNTO SET MY HAND
AND SEAL THIS 20TH., DAY OF APRIL, 1998 AT BROWARD COUNTY
OF FLORIDA.


JOHN J. MARTINEZ

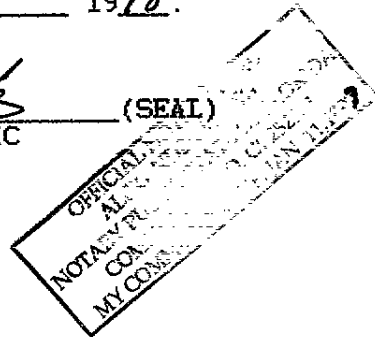
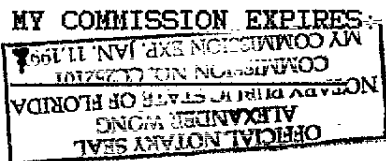

OFFICIAL
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/19/99 BY 1117/99
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC05210
MY COMMISSION EXPIRES 11/1999

STATE OF FLORIDA
SS.
COUNTY OF BROWARD

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY
APPEARED JOHN J. MARTINEZ TO ME WELL KNOWN AND KNOWN TO ME TO BE
THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING
CERTIFICATE OF INCORPORATION AND ACKNOWLEDGED TO AND BEFORE ME
THAT HE EXECUTED THE SAME FOR THE PURPOSE THEREIN
EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND
AND OFFICIAL SEAL AT Broward COUNTY, FLORIDA.
THIS 20th DAY OF April 1998.


NOTARY PUBLIC (SEAL)



CERTIFICATE DESIGNATING 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:

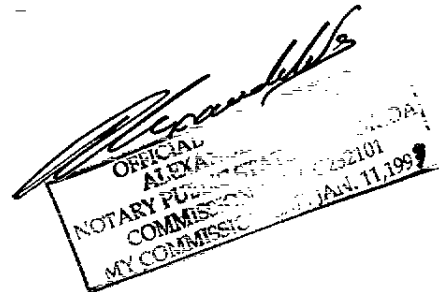
FIRST: THAT JOHN J. MARTINEZ
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE CITY OF SUNRISE COUNTY OF DADE STATE
OF FLORIDA HAS NAMED JOHN J. MARTINEZ LOCATED AT: 14970 S.W. 70TH
PLACE DAVIE, FL. 33331 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THIS STATE.

ACKNOWLEDGMENT

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.

BY:

John J. Martinez
JOHN J. MARTINEZ
RESIDENT AGENT



FILED
98 APR 27 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA