

STAR COOL CORPORATION.
1855 N.W. 15th Avenue
MIAMI, Florida 33125

P 9 8 0 0 0 0 4 8 4 7 6
May 28, 1998

FILED
98 MAY 28 AM 8:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

Re: STAR COOL CORPORATION .

Gentlemen:

900002539158--1
-05/28/98--01064--002
****122.50 ****122.50

Enclosed, please find the original and One Copy of Articles
of Incorporation , together with a check in the amount of
\$ 122.50 .

This represents the cost of the Filing Fees , Certified Copy
of Articles of Incorporation and Fee for Registered Agent
Designation for the above named corporation.

Sincerely yours

RAUL ESTEVEZ, DIRECTOR
STAR COOL CORPORATION.

F. CHESSEY JUN 1 1998

ARTICLES OF INCORPORATION
OF

Page 1

Name of corporation

STAR COOL CORPORATION

The undersigned susbcriber(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:

STAR COOL CORPORATION.

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 STAR COOL CORPORATION.

ADDRESS 1855 N.W. 15th Ave # 1003

CITY Miami, STATE FLORIDA 33125

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

NAME / RAUL ESTEVEZ

ADDRESS / 1855 N.W. 15th Ave # 1003

CITY Miami, Fl 33125

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME / Raul Estevez
ADDRESS / 1855 N.W. 15th Avenue # 1003
CITY Miami, State Florida, 33125

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 / Raul Estevez
ADDRESS / 1855 N.W. 15th Avenue # 1003
CITY Miami, State Florida 33125

IN WITNESS WHEREOF, the undersigned suscriber(s) have executed these Articles of Incorporation this 6th day of May of 1998

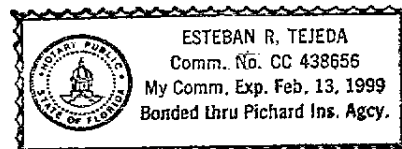
Raul Estevez

STATE OF FLORIDA)
COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: Raul Estevez, 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 Sixth day of May of 1998.

Esteban R. Tejeda
(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

Raul Estevez

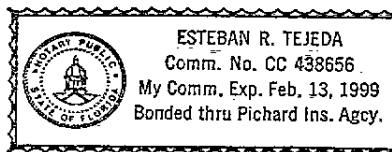
Raul Estevez

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 Sixth day
of May of 1998.

(notary seal)

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



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
STAR COOL CORPORATION.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 1855 N.W. 15th Avenue # 1003
Miami, FLORIDA 33125
has named Mr. RAUL ESTEVEZ 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.


(Registered Agent)