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Premier Management Company

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Accounting, Consulting, Financing & Income Tax Services

1317 N.E. 4th Avenue

Fort Lauderdale, FL 33304

Tel: (954) 767-0116 Fax: (954) 767-8616

Email: DirectDish@aol.com

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 7, 1998

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: F & R Conditioning Contractors, Inc.

Dear Sir / Madam:

Enclosed are the filing, the registered agent, and the certified copy fees for the above mentioned corporation. If more information is needed, please feel to contact us at the numbers listed above.

Sincerely yours,

Premier Management Company



Jean-Marie Olivier,  
President

State Registration #: G92366004918

enclosures: articles  
check #1776

P. Hall

JUL 13 1998

(4)

**ARTICLES OF INCORPORATION  
OF  
F & R AIR CONDITIONING CONTRACTORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME & PRINCIPAL OFFICE**

The name of the corporation is *F & R Air Conditioning Contractors, Inc.* and its principal office is located at 4475 N.W. 16th Avenue, Oakland Park, Florida 33309.

**ARTICLE II - DURATION**

This corporation shall commence its existence upon receipt of these articles by the Secretary of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) share of Common Stock, each share to have a Par Value of one ( 1.00) dollar. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The registered agent in charge thereof is Premier Management Company and his office in the State of Florida is located at 1437 N.E. 4th Avenue, Fort Lauderdale, Florida 33304.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time according to the Bylaws. The name and mailing address of the incorporator is as follows:

1. Frantz Casimir	4475 N.W. 16 Avenue
<u>589-46-4235</u>	Oakland Park, Fl 33309
Name	

**ARTICLE VII - INCORPORATOR**

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

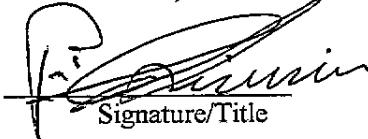
FRANTZ CASMIR

**ARTICLE VIII - AMENDMENT**

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned have executed these Articles of Incorporation this 7 day of July, 1998.

Frantz Casimir, President


  
Signature/Title

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office / registered agent, in the state Florida.


The corporation *F & R Air Conditioning Contractors, Inc.*, desiring to organize or qualify under the laws of the state of Florida has named Premier Management Company located at 1437 N.E. 4th Avenue, Fort Lauderdale, Florida 33311, as its agent to accept service of process within Florida

Signature  Corporation Officer

Title PRESIDENT

Date July 7, 1998

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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  President of  
Premier Management Co.

Date July 7<sup>th</sup>, 1998