

TRANSMITTAL LETTER

P98000064740

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 10:15

SUBJECT: NEOCLIMA, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: THOMAS H. CALDERON
Name (printed or typed)

950 NW 123rd COURT
Address

MIAMI FL 33182-2411
City, State & Zip

(305) 836-7030
Daytime Telephone number

100002593731--8
-07/21/98-01030--003
****122.50 ****122.50

NOTE: Please provide the original and one copy of the articles.

RP
07-23-98

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Articles of Incorporation
of
Neoclima, Inc.

I the undersigned, subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the state of Florida hereby certify as follows:

Article One

The name of the corporation shall be Neoclima, Incorporated.

Article Two

The corporation will engage in any activity or business permitted under the State of Florida and of the United States of America.

Article Three

The maximum number of shares which the Corporation is authorized to issue and have outstanding at any one time is five hundred (500) shares of common stock, which shares will be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Article Four

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the bylaws or written agreement among the stockholders which shall be on file in the office of the Corporation.

Article Five

The amount of the capital with which this corporation may begin doing business shall be no less than FIVE HUNDRED DOLLARS AND NO/100 (500.00).

Article Six

The existence of the Corporation is perpetual.

Article Seven

The initial post office address of the principal office of the Corporation in the State of Florida is 5817 SW 2nd Terrace Miami, FL 33144. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the Corporation is 5817 SW 2nd Terrace Miami, FL 33144. The Registered Agent at the registered address is Barbara Sanchez.

Article Eight

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one or more than five directors. A quorum for the holding of a meeting which shall consist of a majority of the members thereof but the Directors by unanimous consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

Article Nine

The names and post office addresses of the members of the first Board of Directors and the state of corporate officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Barabara Sanchez	President	5817 S.W. 2nd Terrace Miami, FL 33144
Armando J. Sanchez	Vice-President	5817 S.W. 2nd Terrace Miami, FL 33144
Ramona Sanchez	Secretary	5817 S.W. 2nd Terrace Miami, FL 33144

Article Ten

The names and post office address of the subscriber to the Articles of Incorporation, and the number of shares of stock that I agree to take are as follows:


<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Barbara Sanchez	5817 S.W. 2nd Terrace Miami, FL 33144	33%
Armando J. Sanchez	5817 S.W. 2nd Terrace Miami, FL 33144	33%
Ramona Sanchez	5817 S.W. 2nd Terrace Miami, FL 33144	33%

Article Eleven

The stock of the Corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Service Code, so that the stockholders of the Corporation may receive the benefits provided thereunder.

In witness/thereof, I have hereunto set our hands and seals this 14 day of JULY, of 1998.


Barbara Sanchez - President


Ramona Sanchez - Secretary


Armando J. Sanchez - Vice-President

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT NEOCLIMA, INCORPORATED ITS PLACE OF BUSINESS AT 5817 SW 2ND
TERRACE MIAMI, FL 33144 HAS NAMED BARBARA SANCHEZ LOCATED AT 5817 SW 2ND
TERRACE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE-President

Barbara Sanchez

DATE JULY 17, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES
AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Barbara Sanchez

DATE JULY 17, 1998

STATE OF FLORIDA)
)
) *Miami*) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments under the laws of the state of Florida, personally appeared Barbara Sanchez to me well-known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.-----

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this
14th day of JULY, 1998.

Barbara Sanchez
Barbara Sanchez

Thomas H. Calderon
Thomas H. Calderon

OFFICIAL NOTARY SEAL
THOMAS H CALDERON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC559032
MY COMMISSION EXP. JUNE 13, 2000

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