

Pan American Real Estate Investment
1170 Hillsboro Mile
Hillsboro Beach, FL 33062
561-637-2592

June 18, 1998

Secretary of State
Division of Corporate Records
Post Office Box 6327
Tallahassee, FL 32301


Re: ARTICLES OF INCORPORATION
STAY KOOL, INC.

Dear Sir/Madam:

Please find enclosed herewith the Articles of Incorporation of the Stay Kool, Incorporated. Also enclosed is a check in the amount of \$122.50 to cover cost of processing.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,


Vincent J. DeLalla
President

200002599852--5
-07/27/98--01129--024
****122.50 ****122.50

Enclosure

saved as: c:\state

FILED
98 JUL 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 29 1998

**ARTICLES OF INCORPORATION
FOR
STAY KOOL, INC.**

FILED
98 JUL 27 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby do adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Stay Kool, Inc.

ARTICLE II

The Name of the corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Secretary of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

NATURE OF BUSINESS

The general purpose for which the corporation is organized are:

- (a) To operate and function as an air condition company
- (b) To carry on such other business as may be necessary, convenient, or desirable to accomplish the purpose stated in paragraph (a)
- (c) To transact any other lawful business of which corporations may incorporate under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shall be of a single class and have no par value.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at no more than what her total profits were the previous

year. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of shares, the stockholder shall have the right to dispose of her shares as she see fit.

On the death of the stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE V

ADDRESS

The address of the principal place of business of this corporation shall be: 11573 Orange Blossom Lane, Boca Raton, FL 33428, with the privilege of having branch of other offices or shops at other places within or without the State of Florida. The name of the initial registered agent is: Mike DeFalco, 11573 Orange Blossom Lane, Boca Raton, FL 33428.

I hereby am familiar with and accept the duties and responsibilities as registered agent.

ARTICLE VI

OFFICERS

The number of directors constituting the initial board of directors of the corporation is one(1). The name of the person who is to serve on the initial board of directors is: Mike DeFalco, 11573 Orange Blossom Lane, Boca Raton, FL 33428, President /Director.

ARTICLE VII
INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

Mike DeFalco
11573 Orange Blossom Lane
Boca Raton, FL 33428

The name and post office address of the President of the corporation who shall hold office for the first year of existence of the corporation or until her successors are elected or appointed, and qualified, is:

Mike DeFalco
11573 Orange Blossom Lane
Boca Raton, FL 33428

IN WITNESS WHEREOF, we, the undersigned, have made and subscribed these Articles of Incorporation in the City of Boca Raton, Palm Beach, County, Florida, for the uses and purposes aforementioned, this 3 day of July 1998.

Michael DeFalco
President

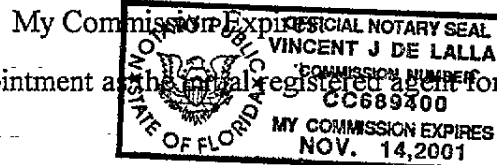
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before the undersigned authority, personally appeared Mike DeFalco to me known to be the person named in and who subscribed the foregoing Articles of Incorporation, and she severally acknowledges before me that she executed said instrument as her free and voluntary act for the uses and purposes set forth therein expressed.

IN WITNESS WHEREOF, I have herunto set my hand and official stamp in the State and county aforesaid this 3 day of July, 1998

Vincent J De Lalla (Notary Public)



I, _____, accept the appointment as the initial registered agent for