

TRANSMITTAL LETTER

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

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-08/03/98--01038--008
***122.50 ***122.50

SUBJECT: A & VV AIR Conditioning, 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: ANTONIA M. PEREZ
Name (Printed or typed)

5238 Andrea Blvd.
Address

Orlando, FL 32807
City, State & Zip

(407) 282-3252
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION
OF
A & VV AIR CONDITIONING, INC.**

The undersigned subscribers to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

A & VV AIR CONDITIONING, INC.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of transacting any or all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state and, in addition to, but not in limitation of such powers, shall also have the power:

- (a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (b) To acquire, by purchase lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing

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improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporations and engage in the same or other character of business.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privilege as of ownership, including the right to vote such stock.
- (f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to the amount, with any persons, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.
- (g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.
- (h) To engage in any and all lawful businesses, trades, occupations and professions.
- (i) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others and to do and perform all such there things and acts as may be

necessary, profitable or expedient in carrying on any of the business or acts set forth.

The intention is that none of the objects and powers, as hereinafter set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue shall be 1000 shares of common stock of the par value of \$1.00 per share.

ARTICLE V.

The principal place of business of the corporation shall be:

5238 Andrea Blvd.

Orlando, FL 32807

The Board of Directors may from time-to-time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI.

The initial registered agent of the corporation shall be Antonia M. Perez at the registered address of 5238 Andrea Blvd., Orlando, Florida 32807.

ARTICLE VII.

The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time-to-time by the Bylaws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power, at any regular meeting or at any special meeting called for such purpose, to remove any Director of the corporation, with or without cause.

ARTICLE VIII.

The name and address of the member of the initial Board of Directors who shall hold office until his successors are elected and have qualified, are as follows:

Antonia M. Perez
5238 Andrea Blvd.
Orlando, FL 32807

Valerio Perez
5238 Andrea Blvd.
Orlando, FL 32807

ARTICLE IX.

The names of the initial officers of the corporation are as follows:

President:	Antonia M. Perez
Vice-President:	Valerio Perez
Vice-President:	Victor Pedrianes
Secretary:	Antonia M. Perez
Treasurer:	Valerio Perez

ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI.

- (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, or other proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to

which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity, in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

- (b) The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits, or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.
- (c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except

an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized majority of shareholders.

- (e) If any expense or other amounts are paid by way of indemnification, other than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount as paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XII.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

- (a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by an amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or
- (b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIII.

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable time during business hours. Any transfer of stock in this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

“These shares may be subject to transfer restrictions imposed by written agreements among the shareholders of this corporation’s shares or between the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours.”

ARTICLE XIV.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders’ meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XV.

The mailing address for correspondence purposes of the corporation shall be:

A&VV Air Conditioning, Inc.
5238 Andrea Blvd.
Orlando, Florida 32807

IN WITNESS WHEREOF, the subscribers affixed their signatures this 30th day
of July, 1998.

Antonia M. Perez

Antonia M. Perez

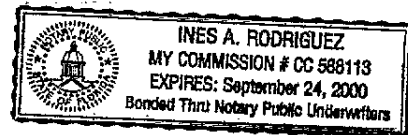
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Antonia M. Perez to me known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 30th day
of July, 1998.

Ines A. Rodriguez
NOTARY PUBLIC, STATE OF FLORIDA



My commission Expires: 9/24/2000

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT A&VV AIR CONDITIONING, INC.
(Name of Organization)

WITH ITS PLACE OF BUSINESS AT : 5238 Andrea Blvd.
Orlando, FL 32807

HAS NAMED Antonia M. Perez
(Name of Registered Agent)

LOCATED AT: 5238 Andrea Blvd.
Orlando, FL 32807
(Street address and Number of Building)

CITY OF ORLANDO, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Antonia M. Perez
(Organization Officer)
Antonia M. Perez

TITLE: President

DATE: 7-30-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, 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 I ACCEPT THE DUTIES AND OBLIGATIONS OF Sections 48.091 AND 607.325 FLORIDA STATUTES.

SIGNATURE Antonia M. Perez
(Registered Agent)

DATE 7-30-98

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