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ARTICLES OF INCORPORATION

OF

FRESH-AIR 2000, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME .

The name of the corporation shall be:

FRESH-AIR 2000, INC.

The address of the principal office of this corporation shall be 16459 N.E. 6TH Ave., North Miami Beach, Florida 33162 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is sixty shares of common stock having No par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 16459 N.E. 6th Avenue, North Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is Steven M. Roth.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. BOARD OF DIRECTORS

The initial board of directors will consist of one person. The name and street address of the persons who will serve on the initial board of directors of the corporation are as follows:

Steven M. Roth 16459 N.E. 6th Ave. North Miami Beach, Florida 33162

Aida S. Davis 16459 N.E. 6th Ave. North Miami Beach, Florida 33162

ARTICLE VIII. OFFICERS

The name and street address of the persons who will serve as the initial officers of the corporation are as follows:

President/Secretary Steven M. Roth
16459 N.E. 6th Ave.
North Miami Beach, Florida 33162

Vice Pres/Treasurer - Aida S. Davis 16459 N.E. 6th Ave. North Miami Beach, Florida 33162

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Steven M. Roth, 16459 N.E. 6th Ave., North Miami Beach, Florida 33162

ARTICLE X. INDEMNITY

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of February, 1999.

STEVEN M. ROTH

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LIVING-AIR 2000, Inc. at the place designated in the Articles of Incorporation, the

undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

STEVEN M. ROTH

Registered Agent

Page 3 of 2

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