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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

cool places, inc.

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COOL PLACES, INC.

ARTICLE I

The name of this corporation is COOL PLACES, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial, principal office of this corporation is 1881 Washington Avenue - PH, Miami Beach, Florida 33139, and the name and address of the initial registered resident agent of the corporation is Eugene L. Mann, Esq., 12920 SW 81st Street, Miami, Florida 33183.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name of and address of the initial directors of this corporation are:

Gregory Freeman  
1881 Washington Ave. - PH  
Miami, Florida 33139

Adriana Moya  
1881 Washington Ave. - PH  
Miami, Florida 33139

This Instrument Prepared By:  
Eugene L. Mann, Esq.  
Florida Bar No. 128372  
12920 SW 81st St., Miami, FL 33183  
305-352-8872

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**ARTICLE VII**

The name and address of the person signing these Articles of Incorporation is:

Gregory Freeman  
1881 Washington Ave. - PH  
Miami, Florida 33139

**ARTICLE VIII**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE IX**

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

**ARTICLE X**

The By-laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-laws. As is set forth in the Bylaws, the Bylaws may be amended by the affirmative vote or not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of January, 1999.

  
GREGORY FREEMAN

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STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

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The foregoing instrument was acknowledged before me by GREGORY FREEMAN, on this  
5 day of January, 1999.

*Angela Haggerty*  
Notary Public, State of Florida



ANGELA HAGGERTY  
COMMISSION # CC 642165  
EXPIRES APR 27, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF RESIDENT AGENT**

I HEREBY CERTIFY that I am a permanent resident of Miami Beach, Miami-Dade County, Florida, residing at the place indicated above, and I hereby accept the foregoing designation as Resident Agent of COOL PLACES, INC.

*Eugene L. Mann*  
EUGENE L. MANN, esq.

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