

P99000036426

PARALEGAL PRO'S, INC.
10239 N.W. 9TH St. Cir., #109-4
Miami, FL 33172
(305) 362-2131
Pager: (305) 876-3313

April 14, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

200002843162--3
-04/19/99--01009--013
****122.50 *****78.75

Attn...: New Filings Section

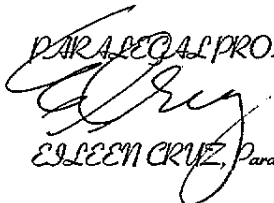
Re: Articles of Incorporation of Cool Running, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50, representing the filing fee for the Articles of Incorporation of Cool Running, Inc., and for a certified copy of same.

Please file the Articles and return a certified copy to me at the above address.

Very truly yours,

PARALEGAL PRO'S, INC.

EILEEN CRUZ, Paralegal

/ec
Enclosures

FILED
99 APR 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SMITH APR 21 1999

**ARTICLES OF INCORPORATION
OF
COOL RUNNING, INC.**

FILED
99 APR 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be: **COOL RUNNING, INC.**

ARTICLE II - NATURE OF BUSINESS

1. The general nature of the business and the objects and purposes proposed to be transacted and carried on, or to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

To engage in any and all types of business of whatsoever kind or nature which are legal and proper pursuant to the laws of this State and the United States of America; to do all things as are necessary to the accomplishment of the purposes set forth herein.

2. To buy, sell, deal in, lease, hold or improve real property and the fixtures and personal property incidental thereto or connected therewith; and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein and to improve the same, and generally to hold, manage, deal with and improve the property of the company; and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.

3. To borrow money and contract debts for the transaction of its business and for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired by any other lawful objects.

4. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

6. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

7. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

8. Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under those laws, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, having \$1.00 par value per share, all of one class.

ARTICLE IV - INITIAL CAPITAL

The corporation will begin business with no less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the corporation shall be:

400 N.W. 44th Avenue
Miami, Florida 33126

ARTICLE VII - DIRECTORS

The number of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a Director or Officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and by vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such Director or Officer of such other corporation or not so interested.

**ARTICLE VIII - INITIAL DIRECTORS, OFFICERS,
REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION**

The name and street address of the first Board of Directors is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
VICTOR A. MACIAS	President/Director Secretary	400 N.W. 44th Avenue Miami, Florida 33126
TOMAS GONZALEZ	Vice-President/Director	400 N.W. 44th Avenue Miami, Florida 33126

The name and address of the initial registered agent is: VICTOR A. MACIAS, 400 N.W. 44th Avenue, Miami, Florida 33126.

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporators to these Articles of Incorporation and the number of shares and amount taken was as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT INVESTED</u>
VICTOR A. MACIAS	400 N.W. 44th Ave. Miami, FL 33126	250	\$250.00
TOMAS GONZALEZ	400 N.W. 44th Ave. Miami, FL 33126	250	\$250.00

ARTICLE X - REGULATION OF BUSINESS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, and limiting and regulating the powers of the corporation, its Stockholders and Directors, are hereby adopted as part of these Articles of Incorporation:


1. The Board of Directors from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the corporation shall be open to the inspection of the Stockholders, and no Stockholder shall have any right to inspect any account or document of the corporation except as conferred by statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

2. The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

3. Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or outside the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes), outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

4. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

The undersigned incorporators have executed these Articles of Incorporation this 5 day of April, 1999.

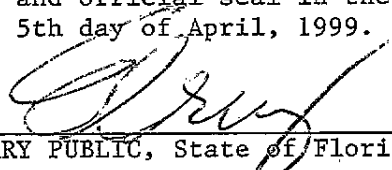

VICTOR A. MACIAS, Incorporator

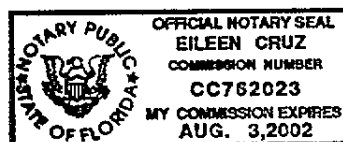

TOMAS GONZALEZ, Incorporator

STATE OF FLORIDA)
):ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, VICTOR A. MACIAS and TOMAS GONZALEZ, Incorporators of Cool Running, Inc., who have produced their Florida Driver's License as identification, to me known to be the persons described herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of April, 1999.


NOTARY PUBLIC, State of Florida



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is **COOL RUNNING, INC.**

The name and address of the registered agent and office is:

VICTOR A. MACIAS
400 N.W. 44th Avenue
Miami, Florida 33126

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 5 day of April, 1999

By: _____

VICTOR A. MACIAS

STATE OF FLORIDA)

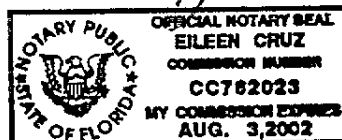
) : ss

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, VICTOR A. MACIAS, registered agent of Cool Running, Inc., who produced his Florida Driver's License as identification, to me known to be the person described herein and who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of April, 1999.

NOTARY PUBLIC, State of Florida



99 APR 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED