

P990000702/8

TRANSMITTAL LETTER

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

800002947159--7
-08/02/99--01054--007
*****70.00 *****70.00

SUBJECT: Climate Control, 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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Orlando R. Hernandez
Name (Printed or typed)

201 Lakeview Drive #102
Address

Weston, FL 32326
City, State & Zip

(305) 597-9353
Daytime Telephone number

FILED
99 AUG -2 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FL 32302

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

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205

Charter No. _____

ARTICLES OF INCORPORATION

OF

CLIMATE CONTROL, INC.

ARTICLE I - NAME

The name of this corporation is CLIMATE CONTROL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 Lakeview Drive, #102, Weston, Florida 33326, and the name of the initial Registered Agent of this Corporation is Orlando Ruben Hernandez. The principal place of business is P.O. Box 266911, Weston, Broward County, Florida.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS**

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

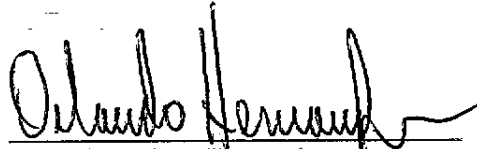
ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

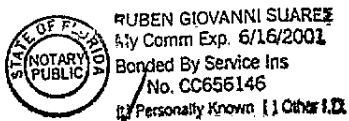
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

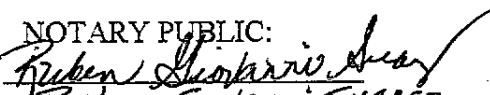
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of July, 1999.


Orlando Ruben Hernandez
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

This foregoing instrument was acknowledged before me this 29 day of July, 1999 by Orlando Ruben Hernandez, as incorporator for CLIMATE CONTROL, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced Drivers License as identification and who (~~did~~/did not) take an oath.



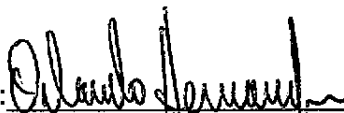
NOTARY PUBLIC:
sign: 
print: Ruben Giovanni Suarez
State of Florida at Large
My Commission Expires: 06/16/2001

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

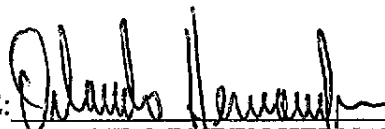
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT CLIMATE CONTROL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WESTON, STATE OF FLORIDA, HAS NAMED ORLANDO RUBEN HERNANDEZ AS REGISTERED AGENT, LOCATED AT 201 LAKEVIEW DRIVE, #102, WESTON, FLORIDA 33326, AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS P.O. BOX 266911, WESTON, FLORIDA 33326.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
Orlando Ruben Hernandez
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
ORLANDO RUBEN HERNANDEZ
(RESIDENT AGENT)

DATED: 7/27/99

99 AUG -2 AM 11:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 09117