

F98000004924



ACCOUNT NO. : 072100000032
REFERENCE : 943874 4321040
AUTHORIZATION : Patricia Pijute
COST LIMIT : \$ 70.00

ORDER DATE : August 27, 1998
ORDER TIME : 12:35 PM
ORDER NO. : 943874-010
CUSTOMER NO: 4321040 400002628964--1
CUSTOMER: Ms. Debra A. Millinowisch
Schiff Hardin & Waite
7200 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: SARASOTA ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
98 AUG 31 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 31 PM 1:19
DIVISION OF CORPORATION
8/31/98

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Sarasota Acquisition Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. Applied for
(FEI number, if applicable)

4. August 14, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 500 Fairway Drive, Suite 205, Deerfield Beach, Florida 33441

(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as amended, including but not limited to, the business of providing heating, ventilation, air conditioning, plumbing and electrical services (including installation and repair) and related goods.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Laura R. Dunlap
(Registered agent's signature) (Officer)

Laura R. Dunlap, It's agent

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. G. Mark Mickelson, Vice President _____
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**ATTACHMENT TO APPLICATION BY FOREIGN FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
SARASOTA ACQUISITION CORP.**

DIRECTORS:

Joan Papadakis
Patrick L. Johnson

OFFICERS:

Chairman	Patrick L. Johnson
President	Daniel K. Newell
Vice President and Assistant Secretary	G. Mark Mickelson
Treasurer and Assistant Secretary	Joan Papadakis
Secretary	Alan D. Dietrich
Assistant Secretary	Susan Anderson Bachman

The address of the above officers and directors is:

500 Fairway Drive
Suite 205
Deerfield Beach, FL 33441

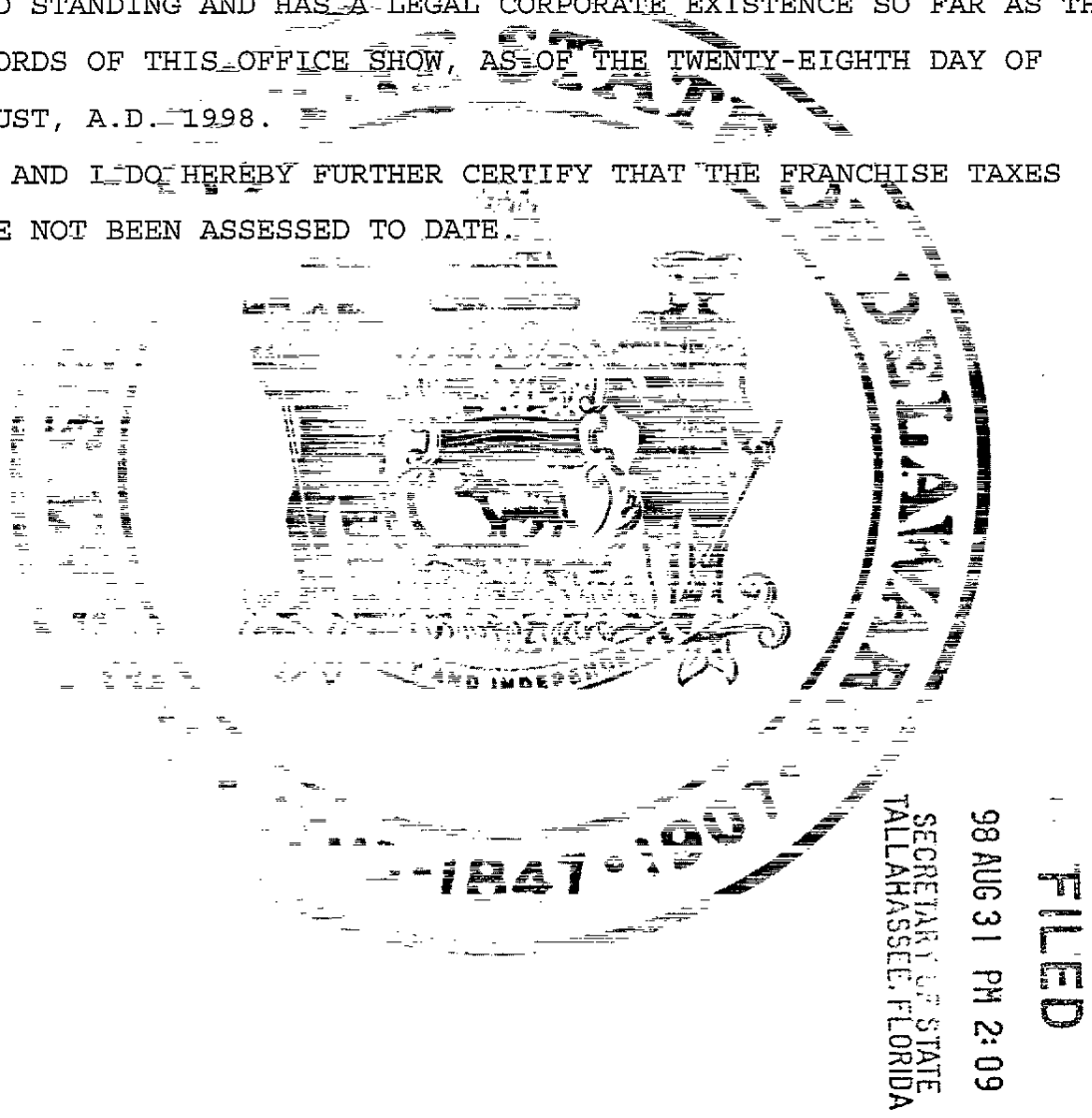
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SARASOTA ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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98 AUG 31 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9275132

08-28-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: