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05 MAR -3 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FL

Amend.

C. Condit MAR 08 2005

DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

INTERVEST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

VOICE (727) 540-0001 • FAX (727) 540-0027

E-MAIL dcohrs@cohrlaw.com

February 28, 2005

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

Re: Articles of Amendment to the Articles of Incorporation of Building Air Services, Inc.

Dear Madam/Sir:

Enclosed herewith is this firm's check in the amount of \$35.00, the fee necessary to file the Articles of Amendment to the Articles of Incorporation. Also enclosed is the original and one (1) copy of aforementioned document. Please file the original and return a date stamped copy to this office.

If you should have any questions or concerns please feel free to contact my office.

Sincerely,

Denis A. Cohrs (bsj)

Denis A. Cohrs

DAC/bsj

Enclosure(s)

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BUILDING AIR SERVICES, INC.**

FILED
05 MAR -3 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Building Air Services, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), under the hand of its undersigned Directors and pursuant to §607.1006, Florida Statutes, hereby certifies that on November 11, 2004, the Board of Directors of said Corporation signed a written statement, duly adopting and approving an amendment to the Articles of Incorporation of the Corporation by deleting Article I through V thereof, in their entirety, and by substituting therefor the following:

**ARTICLE I
Name and Mailing Address**

The name of this corporation shall be:

BUILDING AIR SERVICES, INC.

The address of the principal office and the mailing address of this corporation is:

**3135 39th Avenue North
Suite B
St. Petersburg, FL 33714**

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on of the filing of these articles with the Secretary of State of the State of Florida and shall thereafter have perpetual existence.

**ARTICLE III
Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Powers

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (2004), as may be amended from time-to-time.

ARTICLE V
Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

**3135 39th Avenue North
Suite B
St. Petersburg, FL 33714**

and the name of the corporation's initial registered agent at such address is:

Aaron D. Freedman

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2004), as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Aaron D. Freedman	3135 39 th Avenue North Suite B St. Petersburg, FL 33714
Steven Boose	3135 39 th Avenue North Suite B St. Petersburg, FL 33714

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII
Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Aaron D. Freedman	3135 39 th Avenue North Suite B St. Petersburg, FL 33714
Steven Boose	3135 39 th Avenue North Suite B St. Petersburg, FL 33714

ARTICLE IX
Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2004), as amended from time-to-time.

ARTICLE X
Control Share Acquisitions

The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (2004), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (2004).

ARTICLE XI
Amendment of Articles of Incorporation

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 the stockholders herein are subject to this reservation.

All other provisions of the Articles of Incorporation as originally filed shall remain in full force and effect and shall not be modified or supplanted hereby.

The foregoing action was approved by the unanimous consent of the Board of Directors. Approval of the shareholders of the Corporation is not required for the foregoing action.

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[Signatures on Next Page]

IN WITNESS WHEREOF, the undersigned, have hereunto set their hand and seal
as duly authorized act of the Corporation this 12th day of November, 2004

Building Air Service, Inc.

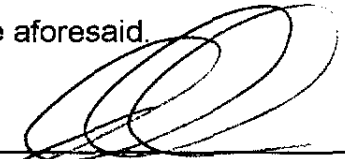
By: 
Aaron D. Freedman, Director

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 12th day of November, 2004,
personally **Aaron D. Freedman**, as a Director of **Building Air Services, Inc.**, to me well
known to be the person described in and who signed the foregoing Articles of Amendment
to the Articles of Incorporation, and acknowledged to me that he executed the same freely
and voluntarily for the uses and purposes therein expressed, and () who is personally
known to me or () produced a Florida Driver's License as identification and did take an
oath.

WITNESS, my hand and official seal the date aforesaid.


Notary Public

Print Name: Denis A. Cohrs
State of Florida at Large
(SEAL)



Denis A. Cohrs
Commission # DD088187
Expires Jan. 31, 2006
Bonded Thru
Atlantic Bonding Co., Inc.