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INITIAL LETTER

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

FILED
02 SEP 13 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Marshall's Heating & Air, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Daniel R. Marshall
Name (Printed or typed)

3350 Trail Dairy Circle
Address

N. Ft. Myers, FL 33917
City, State & Zip

(239) 229-4486
Daytime Telephone number

NOTE: Please provide the original and ^{two} ~~one~~ copy of the articles.

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ARTICLES OF INCORPORATION

OF

Marshall's Heating & Air, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapters 607 and/or 621 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is: **Marshall's Heating & Air, Inc.**

ARTICLE 2 – PRINCIPAL PLACE OF BUSINESS

The address of the principal office and mailing address of this Corporation is
3350 Trail Dairy Circle
N. Ft. Myers, FL 33917

ARTICLE 3 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4 – STOCK SHARES

- 4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 4.2 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE 5 – DIRECTORS/OFFICERS

The initial officers of the Corporation shall be:

President/Vice President/Secretary/Treasurer/Director: Daniel R. Marshall

Whose addresses shall be the same as the principal office of the corporation.

The Director of the Corporation shall be:


Daniel R. Marshall
3350 Trail Dairy Circle
N. Ft. Myers, FL 33917

ARTICLE 6 – REGISTERED AGENT

The initial registered agent and office for this Corporation is:

Daniel R. Marshall
3350 Trail Dairy Circle
N. Ft. Myers, FL 33917

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Daniel R. Marshall

9/11/02
Date

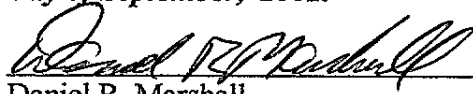
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ARTICLE 7 – INCORPORATOR

The name and address of the incorporator is:
Daniel R. Marshall
3350 Trail Dairy Circle
N. Ft. Myers, FL 33917

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*The undersigned incorporator has executed these Articles of Incorporation this 11
Day of September, 2002.*



Daniel R. Marshall

ARTICLE 8 – SUB-CHAPTER S CORPORATION

- 8.1 The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code. Such election shall continue unless the shareholders of the Corporation unanimously agree other wise in writing.
- 8.2 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:
“The shares of stock represented by this certificate can not be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code.”

ARTICLE 9 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 10 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.