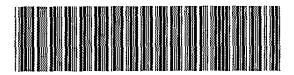
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Peterson & Peterson ATTORNEYS AT LAW

Route 12 Box 736 Lake City, Florida 32025

Lloyd E. Peterson, Jr. Sandra H. Peterson

December 2, 2002

Office: (386) 961-9959

Fax: (386) 961-9428

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Filing of Profit Corporation A.C.E. HEAT AND AIR, INC.

Dear Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and an original and one copy of the Designation of Resident Agent. Also enclosed is a check in the amount of \$78.75, which represents the filing of the documents and a certified copy of the Articles.

Please return the certified copies to this office after the filing of theses documents.

Sincerely,

Lloyd E. Peterson, Jr.

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ARTICLES OF INCORPORATION

OF

FILED
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FALLAHASSEE FLORIDA

A.C.E. HEAT AND AIR, INC.

The undersigned subscribers to these Articles of Incorporation, a natural person to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: A.C.E. HEAT AND AIR, INC.. 7196 S.W. U.S. HIGHWAY 27, FORT WHITE, FL 32038

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of The United States and of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

The period or duration of this Corporation shall have perpetual existence. EFFECTIVE DATE OF JANUARY 01, 2003

ARTICLE IV. POWER

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, subject only to limitations imposed by the Articles of the Constitution and Bylaws of A.C.E. HEAT AND AIR, INC., including all authority and power granted by Florida Law.

ARTICLE V. PURPOSE

This Corporation is organized and shall be operated exclusively for the purpose of transacting any or all lawful business.

ARTICLE VI. CAPITAL STOCK

Section 1: The aggregate number of shares which this Corporation shall have

authority to issue is 1000 common share, having a par value of \$1.00 per share.

Section 2: All certificates of stock shall be signed by the President and Secretary and shall be sealed with the corporate seal. Certificates of stock shall be in the form adopted by the stockholders at their first meeting and as attached to the Minutes of the first meeting of the stockholders and identified as the form of the stock certificates for this corporation. All certificates shall be consecutively numbered.

Section 3: In case of loss or destruction of certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof, to the officers required to sign the same, of such loss or destruction; and upon giving satisfactory security, by bond or otherwise, against loss to the corporation any such new certificates shall be plainly marked "duplicate" upon its face.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered of this Corporation is: 7196 S.W. U.S. HWY. 27, Fort White, Florida, 32038; and the name of the initial registered agent of this Corporation at that address is: E. THOMAS BUCCHI.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

E. THOMAS BUCCHI, 7196 S.W. U.S. Hwy. 27, Fort White, Florida, 32038

SARA BUCCHI, 7196 S.W. U.S. Hwy. 27, Fort White, Florida, 32038

The business of this corporation shall be managed by its stockholders rather than by a

Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, whether represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE X. INCORPORATOR

The name and address of the persons signing these Articles are:

NAME	ADDRESS
E. THOMAS BUCCHI	7196 S.W. U.S. Hwy. 27 Fort White, Florida 32038
SARA BUCCHI	7196 S.W. U.S. Hwy. 27 Fort White, Florida 32038

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida and the Articles of the Constitution and Bylaws of the A.C.E. HEAT AND AIR, INC.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these

Articles of Incorporation on 5 day of November, 2002. Signed, sealed and delivered in the presence of: Signed, sealed and delivered in the presence of: SARA BUCCHI STATE OF FLORIDA COUNTY OF COLUMBIA BEFORE ME, the undersigned authority, personally appeared, E. THOMAS BUCCHI, personally known to me/or who produced as identification to be the person described herein as subscriber(s) and who executed the foregoing Articles of Incorporation. //WITNESS my hand an official seal at Lake City, Columbia County, Florida on this day of November, 2002. Janice E. Revels Commission # CC 860707 Expires Mar. 27, 2003

Bonded Thru

Atlantic Bonding Co., Inc. **SEAL** Print Notary Signature My Commission Expires: STATE OF FLORIDA COUNTY OF COLUMBIA BEFORE ME, the undersigned authority, personally appeared, SARA BUCCHI, personally known to me/or who produced _____ as identification to be the person described herein as subscriber(s) and who executed the foregoing Articles of Incorporation. // WITNESS my hand an official seal at Lake City, Columbia County, Florida on this day of November, 2002. **SEAL** fint Notary Signature Janice E. Revels My Commission Expires: ommission # CC 860707 Expires Mar. 27, 2003 Janice E. Revels ommission # CC 860707

Expires Mar. 27, 2003

Bonded Thru

Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.09l and 607.0501, Florida Statutes, the following is submitted, in compliance with said Act.

First, that A.C.E. HEAT AND AIR, INC., Tdesiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Lake City, Florida, has named E. THOMAS BUCCHI, 7196 S.W. U.S. Hwy. 27, Fort White, Florida, 32038, as its' Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above styled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

E. Hones Bucchi E. THOMAS BUCCHI

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