



Law Office of

John L. Maloney, P.A.

Attorney at Law

P98000004924

March 4, 2002

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/07/02--01066--012  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Amended Articles of Bayside Heating &  
Air Conditioning, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$43.75 for filing and certified copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

*John L. Maloney*

John L. Maloney, Esquire

JLM:  
Enclosures  
cc: client

FILED  
02 MAR -7 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Arstant  
T. Lewis 3/11/02*

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR BAYSIDE HEATING & AIR CONDITIONING, INC.

FILED  
02 MAR -7 11 9 52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

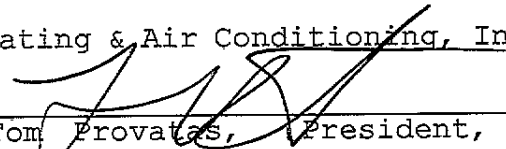
By written action of the sole shareholder entitled to vote thereon dated March 3, 2002 for Bayside Heating & Air Conditioning, Inc. (the "Corporation"), it was resolved and approved as of March 3, 2002 by all the shareholders entitled to vote thereon to amend the Articles of Incorporation of the Corporation in toto. There is only one classification of stock for the Corporation and a sufficient number of votes for the amendment to the Articles of Incorporation were made by the sole shareholder and approved by the Directors.

Prior to this amendment one hundred shares of common stock had been issued to Tom Provatas. Following the amendment, 1000 shares of common stock will be issued to Tom Provatas in exchange for the earlier issued shares of common stock, which shall be retired. Tom Provatas, as the sole shareholder, has consented to these amendments and to the exchange of his stock.

The amendment to the Articles of Incorporation cancels the Articles of Incorporation initially filed with the State of Florida on January 16, 1998, and replaces them with the Amended and Restated Articles of Incorporation annexed hereto.

Bayside Heating & Air Conditioning, Inc.

Dated 3/4/02

By:   
Tom Provatas, President,  
Director, Sole Shareholder

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BAYSIDE HEATING & AIR CONDITIONING, INC.

ARTICLE I

NAME

The name of the Corporation is BAYSIDE HEATING & AIR CONDITIONING, INC. whose business address shall be 22085 U.S. Highway 19 North, Clearwater, Florida 33765.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the original Articles of Incorporation by the Department of State of Florida.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock. All shares of the Corporation earlier issued and outstanding or redeemed shall be retired and new shares

shall be issued as follows:

Tom Provatas                      1000 shares

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 3862 Central Avenue, St. Petersburg, Florida 33711. The name of the registered agent of this Corporation at that address is John L. Maloney.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1) nor more than five (5). The name and address of the Director of this Corporation are:

Tom Provatas                      1488 Seaspray Lane, Dunedin, Fl. 34698

ARTICLE VII

RIGHTS OF NAMED DIRECTOR

Each of the Directors named above, so long as not in default of his/her obligations owed to the Corporation, shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Directors named in these Amended Articles of Incorporation to the office of Director

as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the named Directors who is a Shareholder of the Corporation at the time of the Amendment. Each named Director reserves the right to waive acting as a Director for the Corporation, and once waived, this Article shall no longer be effective as to that Director.

#### ARTICLE VIII

##### SALE OF CORPORATE ASSETS

The Corporation may not sell, assign, convey or otherwise dispose of a substantial portion of its assets out of the ordinary course of its business unless approval is first given by the Shareholders by a vote of at least two-thirds of the shares entitled to vote thereon approving such sell, assignment, conveyance or other disposition. Any dissenting Shareholder shall have the right to sell his or her shares to the Corporation at the value established by the Bylaws of the Corporation, or, if not therein established, then by the average price of two appraisals given by reputable business appraisers familiar with the business undertaken by the Corporation. If the Corporation does not pay the full price for each dissenting Shareholder's shares of stock in the Corporation prior to disposing a substantial portion of its assets out of the ordinary course of business, then the sale, assignment, conveyance or other disposition may not occur.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

INCORPORATOR(S)

The incorporator of the Corporation and his address are as stated in the original Articles of Incorporation, to wit:

Michael L. Bruno 600 Bypass Drive, Suite 115, Clearwater, Fla.  
33764

ARTICLE XI

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

ARTICLE XIII  
SHAREHOLDER ACTION

The holders of not less than two-thirds of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws. The Bylaws to the Corporation may provide that at least two-thirds vote of the Shareholders is required for any specific action.

ARTICLE XIV  
PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring

on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE XV

##### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI

##### CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. The provisions of this Article are subject to compliance with the provisions of Article VII and any Shareholder Agreement entered into by all the Shareholders of the Corporation.



ARTICLE XVII

AMENDMENT BY BOARD OF DIRECTORS

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by the Shareholders voting at least two-thirds of the shares entitled to vote thereon approving the amendment.

ARTICLE XVIII

AMENDMENT BY SHAREHOLDERS

The Shareholder(s) reserve(s) the right to amend or repeal any provision(s) contained in these Amended Articles of Incorporation, or any further amendment hereto, by vote of at least two-thirds of the shares entitled to vote thereon approving the amendment, and any right conferred by law to the Shareholders is subject to this provision.

ARTICLE XIX

ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

ARTICLE XX

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act

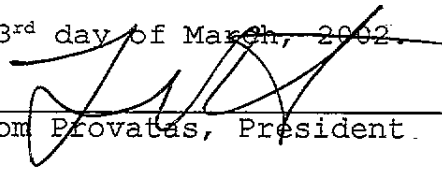
by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XXI

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.


IN WITNESS WHEREOF, the undersigned executes these Amended Articles of Incorporation this 3<sup>rd</sup> day of March, 2002.

  
Tom Provatas, President.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 3<sup>rd</sup> day of March, 2002, by Tom Provatas who is personally known to me or who has produced NIA as identification and who did/did not take an oath.

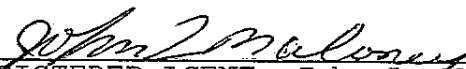


  
Printed Name: CATHERINE A. JERMONT  
Notary Public  
Serial Number, if any: DDO27296

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Bayside Heating and Air Conditioning, Inc. which is contained in the foregoing Amended Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 3<sup>RD</sup> day of March, 2002.

  
REGISTERED AGENT, John L. Maloney