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P98000010304

January 28, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**SUBJECT: SCHULTZ REFRIGERATION & AIR
CONDITIONING OF NAPLES, INC.**

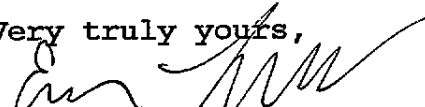
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above. Please file the original in your offices and return one certified copy to this office.

We are enclosing Check No. 2242 in the amount of \$131.25, to cover the filing fee, certified copy fee and certificate fee.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Evan D. Lubell
for Bill B. Berke

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Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

SCHULTZ REFRIGERATION & AIR CONDITIONING OF NAPLES, INC.

The undersigned, for the purpose of forming a domestic corporation under F.S. Chapters 607 and 621, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be SCHULTZ REFRIGERATION & AIR CONDITIONING OF NAPLES, INC.

ARTICLE II

The purpose for which the Corporation is organized is refrigeration and air conditioning.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock. The shares shall be nonassessable and held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV

The Corporation shall have perpetual existence except that it may be dissolved as provided by law.

ARTICLE V

The principal place for the transaction of the Corporation's business shall be 212 N.W. 30th St., Cape Coral, Lee County, Florida 33993 but, the Corporation shall also have the right and authority to do business at such other places within or without the

State of Florida as the Corporation may designate.

ARTICLE VI

The corporation shall have a board of directors of not less than one nor more than three members which number may be increased or decreased. The number of directors may be determined by the Shareholders at their annual meeting or may be fixed by the Bylaws.

ARTICLE VII

The officers of the Corporation shall be a president, who shall also be a director, a secretary and a treasurer and such other officers, agents and factors that shall be chosen, shall hold their office and have such powers and duties as may be prescribed by the Bylaws or as determined by the Board of Directors. The name and post office address of the first Board of Directors who shall conduct the business of the Corporation until his successors are elected and qualified following the first meeting of the Shareholders is:

KEITH SCHULTZ
212 N.W. 30th Street
Cape Coral, Florida 33993

ARTICLE VIII

The name and post office address of the Incorporator and the number of shares subscribed for is:

KEITH SCHULTZ
212 N.W. 30th Street
Cape Coral, Florida 33993
100 Shares

ARTICLE IX

The amount of indebtedness or liability the Corporation may subject itself to shall be unlimited.

ARTICLE X

The street address of the initial registered office of the Corporation is 212 N.W. 30th Street, Cape Coral, Florida 33993, and the name of the initial registered agent of the Corporation at that address is KEITH SCHULTZ.

ARTICLE XI

Each shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders nor may the Directors adopt bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

ARTICLE XIII

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless they shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIV

Each director and officer of the Corporation, whether then in

office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation. This indemnification shall include attorney's fees and the cost of reasonable settlement made with a view to curtailment of the cost of litigation except in relation to matters as to which he or she is finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duties as an officer or director of the Corporation. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XV

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract provided that such transaction or contract is or shall be

authorized, ratified or approved either by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum, any director, member of a firm, shareholder, officer, or director of a corporation so interested or by written consent or vote at any shareholder's meeting of the holders of record of a majority of all the outstanding shares of stock in the Corporation entitled to vote. Additionally, no director or officer of the Corporation shall be liable to account to the Corporation for any profits realized by, from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

In witness whereof, the undersigned being the Incorporator for the purpose of forming a corporation under the laws of the State of Florida does make, subscribe, acknowledge and file these articles of incorporation hereby certifying the facts stated therein are true.

EXECUTED at Cape Coral, Florida this 22 day of October, 1997.


KEITH SCHULTZ

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October, 1997 by KEITH SCHULTZ, who is personally known to me.

My commission expires:

Estelle A. Roberts

Notary Public

Print:

Estelle A. Roberts
Notary Public, State of Florida
Commission No. CC 486800
My Commission Expires 10/18/99

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

STATEMENT OF REGISTERED AGENT PURSUANT TO
FLORIDA STATUTE SECTION 607.0501

I, KEITH SCHULTZ, hereby accept the appointment of myself as registered agent for SCHULTZ REFRIGERATION & AIR CONDITIONING OF NAPLES, INC., and I am familiar with and accept the obligations of that position.

Keith Schultz
KEITH SCHULTZ

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CLERK OF STATE
TALLAHASSEE, FLORIDA