

TRANSMITTAL LETTER

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

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-06/25/01-01007-003
*****87.50 *****87.50

SUBJECT: Air Control Technologies, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FILED
01 JUN 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: John Sullivan
Name (Printed or typed)
5520 HANSEL AVENUE
Address
ORLANDO, FLORIDA 32809
City, State & Zip
(407) 857-0140
Daytime Telephone number

EFFECTIVE DATE
07-01-01

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF

Air Control Technologies

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 22 AM 9:47

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The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby agree and certify as follows the following Articles of Incorporation, and does hereby agree and certify as follows

ARTICLE I
NAME

The name of this Corporation shall be *Air Control Technologies, Inc.*

ARTICLE II
COMMENCEMENT OF CORPORATION EXSISTENCE

This Corporation shall commence corporate existence upon the first day of July 2001 and shall have the perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

EFFECTIVE DATE
07-01-01

ARTICLE IV
CAPITAL STOCK

A Number and Class of Shares Authorized; Par Value

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of shares Authorized	Par Value Per Share	Class of Stock
1,000	\$ 1.00	Voting, Common

The consideration for all of the above shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record of such shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V
MAILING ADDRESS**

The mailing address of this corporation shall be:

5520 Hansel Avenue
Orlando, FL 32809

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be located at 5520 Hansel Avenue, Orlando, Florida 32809, and the initial registered agent of the Corporation at that address shall be Mark Zeitler. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

Mark Zeitler
5520 Hansel Avenue
Orlando, FL 32809

Directors may be removed without cause.

**ARTICLE VIII.
INCORPORATIONS**

The name and street address of the person signing these Articles as Incorporated are:

Mark Zeitler
5520 Hansel Avenue
Orlando, FL 32809

**ARTICLE IX.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XI.
CONFLICTS OF INTEREST**

No contract or other transaction between *this* Corporation and any other corporation, and no act of *this* Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of *this* Corporation are pecuniary or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be party to, or may be pecuniary or otherwise interested in any contract or transaction of *this* Corporation, provide that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as *if* he were not such a director or officer or such other corporation, or not so interested.

**ARTICLE XII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIII.
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and with out the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 18th day of June, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

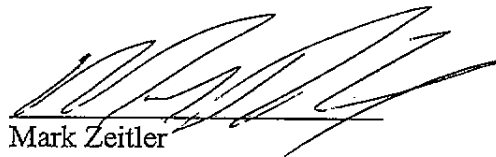
In Compliance with Section 48.091, Florida Statutes, the following is submitted:

Air control Technologies, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 5520 Hansel Avenue, Orlando, Florida 32809, has named and designated Mark Zeitler as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 18th day of June, 2001


Mark Zeitler
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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