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November 24, 1999

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

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-11/29/99--01141--011
*****78.75 *****78.75

Re: Tri County Air Conditioning - Heating, Inc.

To Whom it May Concern:

We are enclosing our check in the amount of \$78.75 to cover the following fees for the filing of Amended and Restated Articles of Incorporation of the above-named corporation.

Articles of Amendment	35.00
Amended & Restated Articles	35.00
Certified Copy of Articles	<u>8.75</u>
Total	\$78.75

FILED
99 NOV 29 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have also enclosed an original and a copy of the Articles of Amendment to the Articles of Incorporation, and Amended and Restated Articles of Incorporation. Please return to this office a certified copy of same after the Articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,

Kraig H. Koach

Kraig H. Koach

KHK/lt
Enclosures.

Arstent

T. LEWIS DEC 6 1999

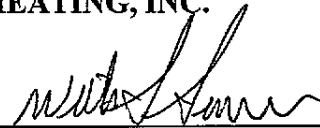
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TRI COUNTY AIR CONDITIONING - HEATING, INC.

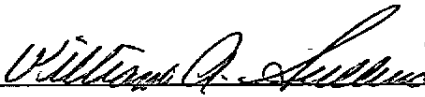
FILED
99 NOV 29 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of **TRI COUNTY AIR CONDITIONING - HEATING, INC.**, a Florida corporation, are hereby amended and restated in their entirety to read as set forth in Exhibit "A" attached hereto.

2. The foregoing amendment was adopted by all of the shareholders of this Corporation on the 19 day of November, 1999.

**TRI COUNTY AIR CONDITIONING -
HEATING, INC.**

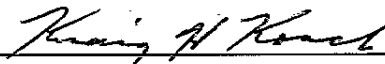
By: 
WILLIAM S. SWANSON, President

And: 
WILLIAM A. SULLIVAN, Secretary

**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, the undersigned authority, personally appeared **WILLIAM S. SWANSON** as President and **WILLIAM A. SULLIVAN**, as Secretary of **TRI COUNTY AIR CONDITIONING - HEATING, INC.**, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed those Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of November, 1999.


Notary Public **KRAIG H. KOACH**



KRAIG H KOACH
My Commission CC857487
Expires May. 27, 2000

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRI COUNTY AIR CONDITIONING - HEATING, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

1. The name of the corporation is **TRI COUNTY AIR CONDITIONING - HEATING, INC.**

2. The term of existence of the corporation shall be perpetual.

3. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

4. The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

5. The street address of the registered office of the corporation in Sarasota County, Florida, and the name of its registered agent at such address are as follows:

Name and street address

WILLIAM S. SWANSON
1080 Enterprise Court
Nokomis, Florida 34275

6. The corporation shall have a Board of Directors of at least one (1) director. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name(s) and

address(es) of the person(s) who shall serve as the director(s) of the corporation until the first annual meeting of the shareholders or until his successor(s) are duly elected and qualified are as follows:

Name and street address

WILLIAM S. SWANSON
1080 Enterprise Court
Nokomis, Florida 34275

WILLIAM A. SULLIVAN
1080 Enterprise Court
Nokomis, Florida 34275

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

8. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which

approves such contract or transaction.

9. Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.