

CT CORPORATION SYSTEM

F010000002267

CORPORATION(S) NAME

Goodman Global Holdings, Inc.

FILED
01 APR 30 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600004031216--5
-04/30/01--01096--011
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/30/01

Order#: 4160182

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED
01 APR 30 PM 1:07
DIVISION OF CORPORATION

3/24/30

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

01 APR 30 PM 4:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Goodman Global Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas
(State or country under the law of which it is incorporated)
3. 76-0632637
(FBI number, if applicable)
4. February 9, 2000
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 30, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1501 Seamist
Houston, Texas 77008
(Current mailing address)
8. Holding company for appliance sales and distribution company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System


(Registered agent's signature)

Victor Alfano, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John B. Goodman

Address: 1501 Seamist

Houston, TX 77008

Vice Chairman: _____

Address: _____

Director: Betsy G. Abell

Address: 1501 Seamist

Houston, TX 77008

Director: G. Hughes Abell

Address: 1501 Seamist

Houston, TX 77008

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David R. Parks

Address: 1501 Seamist

Houston, TX 77008

Vice President: Ralph Cohen

Address: 1501 Seamist

Houston, TX 77008

Secretary: Ben D. Campbell

Address: 1501 Seamist

Houston, TX 77008

Treasurer: Tania Klepser

Address: 1501 Seamist

Houston, TX 77008

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ben D. Campbell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ben D. Campbell as Secretary of Goodman Global Holdings, Inc.
(Typed or printed name and capacity of person signing application)

Names and Addresses of Additional Directors
Goodman Global Holdings, Inc.
for Application to Transact Business in Florida

FILED
01 APR 30 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meg L. Goodman
1501 Seamist
Houston, TX 77008

John B. Goodman
1501 Seamist
Houston, TX 77008

Stephen H. Oglesby
1501 Seamist
Houston, TX 77008



FILED
01 APR 30 PM 14:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

GOODMAN GLOBAL HOLDINGS, INC.
File No. 1568390

...ion. were filed in this office and a certificate of incorporation was issued to this corporation, and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on April 27, 2001.*

Henry Cuellar BAM
Secretary of State