

# FD3000002477

Florida Department of State  
Division of Corporations  
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From:

Account Name : UCC FILING & SEARCH SERVICES, INC.  
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DIVISION OF CORPORATION

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## FOREIGN PROFIT QUALIFICATION

Van's Comfortemp Air Conditioning Acquisition, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 16 PM 1:43

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AND  
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DB  
5/16/03

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN 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. Var's Comfortemp Air Conditioning Acquisition, 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. Delaware 3. 13-4248608  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 22, 2003 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Altron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414  
(Principal office address)  
c/o Altron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414  
(Current mailing address)
8. Residential and commercial construction, HVAC, plumbing and all lawful activities.  
(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: NRAI Services, Inc.  
Office Address: 528 E. Park Avenue  
Tallahassee, Florida 32301  
(City) (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.*

NRAI Services, Inc.

By: 

(Registered agent's signature)

Gary Sherman, 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.

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TALLAHASSEE, FLORIDA

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Carl StantonAddress: c/o Wellspring Capital Management LLC, 390 Park Avenue, New York, NY 10022Vice Chairman: Joshua CascadeAddress: c/o Wellspring Capital Management LLC, 390 Park Avenue, New York, NY 10022

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

President: Eric SalzerAddress: c/o Airtron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414Vice President: Timothy JohnstonAddress: c/o Airtron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414Secretary: Timothy JohnstonAddress: c/o Airtron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414Treasurer: Timothy JohnstonAddress: c/o Airtron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Timothy Johnston, V.P and Secretary

(Typed or printed name and capacity of person signing application)

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**Officer and Directors's List**

**Officers:**

Eric Salzer	President & CEO	c/o Airtron, Inc. 7813 N. Dixie Drive Dayton, OH 45414
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Timothy Johnston	Vice-President, Secretary Treasurer and CFO	c/o Airtron, Inc. 7813 N. Dixie Drive Dayton, OH 45414
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**Directors:**

Carl Stanton	c/o Wellspring Capital Management LLC 390 Park Avenue New York, NY 10022
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Joshua Cascade	c/o Wellspring Capital Management LLC 390 Park Avenue New York, NY 10022
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TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

## *The First State*

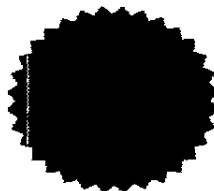
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VAN'S COMFORTTEMP AIR CONDITIONING ACQUISITION, INC." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VAN'S COMFORTTEMP AIR CONDITIONING ACQUISITION, INC." WAS FORMED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2416837

DATE: 05-14-03