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FOREIGN PROFIT QUALIFICATION

Weigold & Son's Acquisition, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
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516-03

**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. WIEGOLD & SONS 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. 13-4248609
(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 Airtron, Inc., 7813 N. Dixie Drive, Dayton, OH 45414
(Principal office address)
c/o Airtron, 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: 526 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.

SECRETARY OF STATE
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 45414V.P. Joshua Cascade- c/o Wellspring Capital Management LLC, 390 Park Avenue, New York, NY 10022Secretary: 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

Timothy Johnston

Vice-President, Secretary
Treasurer and CFOc/o Airtron, Inc.
7813 N. Dixie Drive
Dayton, OH 45414

Directors:

Carl Stanton

c/o Wellspring Capital Management LLC
390 Park Avenue
New York, NY 10022

Joshua Cascade

c/o Wellspring Capital Management LLC
390 Park Avenue
New York, NY 1002203 MAY 16 PM 1:46
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIEGOLD & SONS ACQUISITION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE 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 "WIEGOLD & SONS ACQUISITION, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3650162 8300

030313993



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2416841

DATE: 05-14-03