

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MESCO Service Co. Inc.
(Name of corporation - must include suffix)

W97-24152

800002327508--6
-10/23/97-01004-004
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dennis Bodine
(Name of Person)

MESCO Inc.
(Firm/Company)

5301 Perimeter Pkwy CT.
(Address)

Montgomery, AL 36116
(City/State/Zip)

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97 OCT 28 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Dennis Bodine at (334) 288-4440
(Name of Person) (Area Code & Daytime Telephone Number)

10/29

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1997

DENNIS BODINE
MESCO INC.
5301 PERIMETER PKWY., CT.
MONTGOMERY, AL 36116

SUBJECT: MESCO SERVICE CO INC.
Ref. Number: W97000024152

We have received your document for MESCO SERVICE CO INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list a current mailing address for the corporation in section #7.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 697A00051700

**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. MESCO Service Co 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. Alabama 3. 63-0978511
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-2-88 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5301 Perimeter Parkway Ct.
Montgomery, AL 36116
(Current mailing address)
8. General Commercial property maintenance, Refrigeration, HVAC
(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.

Dale Morris

(Registered agent's signature)

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

CEO Brenda Guthrie 5301 Perimeter Pkwy CT. Montgomery, AL 36116

President: Don Guthrie

Address: 5301 Perimeter Pkwy CT.

Montgomery, AL 36116

Exec Vice President: Dennis Bodine

Address: 5301 Perimeter Pkwy CT.

Montgomery, AL 36116

Secretary: Don Guthrie

Address: Same

Treasurer: Don Guthrie

Address: Same

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

13. Dennis Bodine

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

14. Dennis Bodine Exec. Vice President

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

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SECRETARY OF STATE
MONTGOMERY, ALABAMA



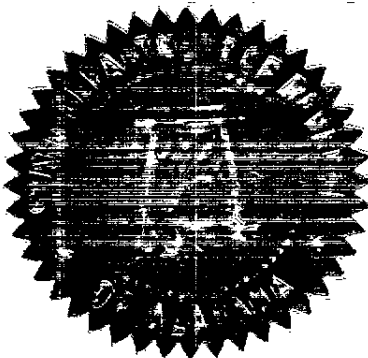
NO. D 08170

State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

97 OCT 28 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Cynthia Underwood, Chief of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that MESCO SERVICE CO. INC., a domestic corporation, incorporated in MONTGOMERY County on MAY 2, 1988 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.



IN WITNESS WHEREOF, I hereunto set my hand this
date of OCTOBER 10, 1997

Cynthia Underwood
Chief, Individual and Corporate Tax Division

ATTEST:

[Signature]
Secretary