

F97000006849

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Maio Marketing, Inc.

500002382255--9

-12/24/97--01064--009

*****70.00 *****35.88

70.8

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <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
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Acknowledgment
W.P. Verifier

DEC 24 1997

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Thank
Jeff

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. Maio Marketing, 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
(State or country under the law of which it is incorporated)
3. AppliedFor
(FEI number, if applicable)
4. August 7, 1997
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 5051 Westheimer, Suite 725, Houston, Texas 77056

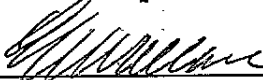
(Current mailing address)
8. provide hvac related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

E.A. Wallace, Assistant Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Howard S. Hoover, Jr.

Address: 5051 Westheimer, Suite 725
Houston, Texas 77056

Vice Chairman: _____

Address: _____

Director: Thomas N. Amonett

Address: 5051 Westheimer, Suite 725
Houston, Texas 77056

Director: John D. Held

Address: 5051 Westheimer, Suite 725
Houston, Texas 77056

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. John D. Held, Vice President

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Maio Marketing, Inc.**

1. Thomas N. Amonett, President and Chief Executive Officer
5051 Westheimer, Suite 725
Houston, Texas 77056
2. Howard S. Hoover, Jr., Chairman of the Board
5051 Westheimer, Suite 725
Houston, Texas 77056
3. John D. Held, Vice President and Secretary
5051 Westheimer, Suite 725
Houston, Texas 77056
4. Harry O. Nicodemus, IV, Vice President and Chief Financial Officer
5051 Westheimer, Suite 725
Houston, Texas 77056
5. Michael Mamaux, Controller
5051 Westheimer, Suite 725
Houston, Texas 77056
6. A. Jefferson Walker III, Treasurer
5051 Westheimer, Suite 725
Houston, Texas 77056

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAIO MARKETING, 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 FIRST DAY OF DECEMBER, A.D. 1997.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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