F9800000575



ACCOUNT NO. : 072100000032

REFERENCE

711491

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: February 18, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 711491-020

CUSTOMER NO:

4321040

CUSTOMER: Ms. Debra A. Millinowisch

Schiff Hardin & Waite

7200 Sears Tower

233 South Wacker Drive

Chicago, IL 60606

FOREIGN FILINGS

500002436025--2

NAME: NMH ACQUISITION CORP.

XX PROFIT

____ NON-PROFIT

XX CORPORATE

LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 20, 1998

CSC

TALLAHASSEE, FL

SUBJECT: NMH ACQUISITION CORP.

Ref. Number: F98000000575

We have received your document for NMH ACQUISITION CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 398A00009849

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

1. NMH Acquisition Corp.	- 9
Name of corporation as it appears on the	he records of the Department of State.
2 Delaware	3 February 2, 1998
Incorporated under laws of	Date authorized to do business in Florida
SECTI (4-7 COMPLETE ONLY THE	
4. If the amendment changes the name of the corporation,	when was the change effected under the laws of
its jurisdiction of incorporation? February 18, 1998	
 N&M Heating & Cooling Services, Inc. Name of corporation after the amendment, adding suffix "corporat not contained in new name of the corporation. If the amendment changes the period of duration, indicated the corporation of duration indicated the corporation. 	
New Du	ration
7. If the amendment changes the jurisdiction of incorporati	
New Juris	sdiction
Joan Papadanis Signature	February 19, 1998 Date
Joan Papadakis Typed or printed name	Treasurer Title

State of Delaware Office of the Secretary of State

I. FDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HERFRY CERTIFY THAT THE SAID "NMH ACQUISITION CORP.". FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NAM HEATING & COOLING SERVICES. INC.". THE EIGHTEFNTH DAY OF FEBRUARY, A.D. 1978; TAT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ACORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARF AND IS IN GOOD STANDING AND HAS A CEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

HAVE NOT BEEN ASSESSED TO DATE:

Edward J. Freel, Secretary of State

AUTHENTICATION:

8929609

981065605

2851039 8320

DATE:

02-19-98