

Document Number Only
F980000003624

C T Corporation System.
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone
CORPORATION(S) NAME

9000002572268-6
-06/25/98-01044-014
*****70.00 *****70.00

McGregor Acquisition Sub, Inc.

LR 6/25
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TALLAHASSEE FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/25/98

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JOEY
DIVISION OF CORPORATION
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**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. McGregor Acquisition Sub, 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. Tennessee
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. June 22, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6 Cadillac Drive, Suite 400
Brentwood, TN 37027
(Current mailing address)
8. Sales and service of HVAC equipment.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Connie Bryan
(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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

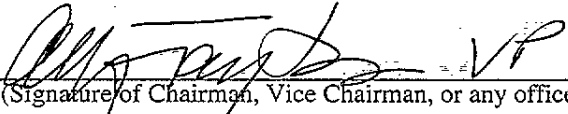
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Alfred W. Taylor III, Vice President
(Typed or printed name and capacity of person signing application)

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Officers

Alan R. Sielbeck, *President and Vice President*
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

Lou N. Laderman, *Vice President*
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

Alfred W. Taylor III, *Vice President*
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

Anthony M. Schofield, *Secretary*
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

C.E. Triplett, *Assistant Secretary*
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

Directors

Alan R. Sielbeck
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

Anthony M. Schofield
Six Cadillac Drive, Suite 400
Brentwood, TN 37027

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Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/24/1998
REQUEST NUMBER: 98175185
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/22/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0352990
JURISDICTION: TENNESSEE

TO:
WALLER LANSDEN DORTCH & DAVIS
AT: ANGIE NYCZ
511 UNION STREET
NASHVILLE, TN 37219

REQUESTED BY:
WALLER LANSDEN DORTCH & DAVIS
AT: ANGIE NYCZ
511 UNION STREET
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"MCGREGOR ACQUISITION SUB, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/24/98

FROM:
WALLER LANSDEN ETC (511 UNION/NASHVILLE)
SUITE 2100
511 UNION STREET
NASHVILLE, TN 37219-1760

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00
RECEIPT NUMBER: 00002330359
ACCOUNT NUMBER: 00000832



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE