

**ALAN F. GONZALEZ, P.A.**

**Attorney at Law**

1602 West Sligh Avenue

Suite 300

Tampa, Florida 33604-5809

(813) 935-2512 FAX (813) 933-836

K56662

October 29, 1999

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

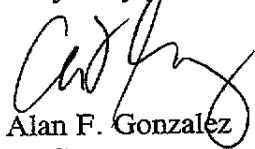
300003033523--3  
-11/03/99--01032--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: AIR MASTERS OF TAMPA BAY, INC. (Name Change)

Dear Sir:

Enclosed herewith please find two copies of the Articles of Amendment for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$35.00 to cover filing fees, etc.

Very truly yours,



Alan F. Gonzalez

AFG:et

Enclosures

FILED  
99 NOV -3 AM 10:46  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

K56662  
DOOR  
5P8  
11-3-99

## ARTICLES OF AMENDMENT

COME NOW the undersigned Director of AIR MASTERS OF TAMPA BAY, INC., who pursuant to §607.1006(2), Fla. Stat., hereby file these Articles of Amendment that shall amend the aforesaid corporation's Articles of Incorporation as follows:

1. The present corporation name is AIR MASTERS OF TAMPA BAY, INC.
2. The text of each amendment adopted:

In accordance with the attached Resolution of the Board of Directors and Shareholders of AIR MASTERS OF TAMPA BAY, INC., it was unanimously resolved that the corporate name be changed to JAY DEE SOLUTIONS, INC.

3. The date of this amendment's adoption: October 13, 1999.
4. Set forth below are the names of all Shareholders of AIR MASTERS OF TAMPA BAY, INC. and the number of votes cast respectively for and against the above Amendment:

<u>Name of Director</u>	<u>Number of Votes per Director</u>	<u>For</u>	<u>Against</u>
John DeYoung	1	X	

(sole Director of the Corporation)

The number of votes cast for the Amendment by the Directors was sufficient for approval since the votes for approval were unanimous.

5. This amendment was adopted by the Board of Directors without shareholder action since shareholder action was not required.

Dated: October 13, 1999.

  
JOHN DeYOUNG, Director and for the  
Board of Directors

FILED  
NOV 18 AM 10:46  
CLERK OF DISTRICT COURT  
SOUTH FLORIDA  
TAMPA

**SHAREHOLDERS' RESOLUTION  
FOR APPROVAL OF SALE OF CORPORATE ASSETS  
OF AIR MASTERS OF TAMPA BAY, INC.**

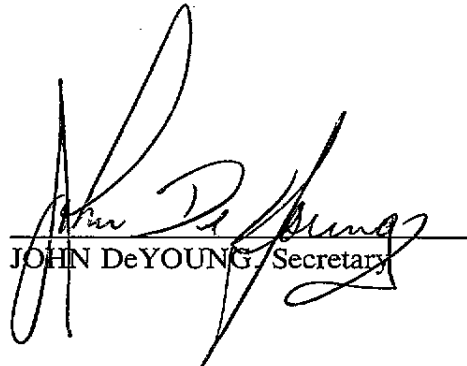
**RESOLVED**, that the shareholders of this Corporation do hereby authorize and approve of the sale of this Corporation's assets to **CS30 ACQUISITION CORP.** (a subsidiary of **Comfort Systems USA, Inc.**, on the terms and conditions set out in an Agreement of Sale dated October 15, 1999, a copy of which is attached to the minutes of this meeting.

The undersigned **JOHN DeYOUNG**, certifies that I am the duly appointed Secretary of **AIR MASTERS OF TAMPA BAY, INC.**, that the above is a true and correct copy of a resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the Bylaws of said corporation on October 13, 1999, and that such resolution is now in full force and effect.

**IN WITNESS THEREOF**, I have affixed my name as Secretary of **AIR MASTERS OF TAMPA BAY, INC.** To this resolution.

Dated: October 13, 1999.

(SEAL)

  
\_\_\_\_\_  
JOHN DeYOUNG Secretary

**MINUTES OF JOINT MEETING OF  
STOCKHOLDERS AND DIRECTORS OF  
AIR MASTERS OF TAMPA BAY, INC.  
AND  
RESOLUTION TO AMEND ARTICLES OF INCORPORATION**

The joint meeting of the stockholders and directors of **AIR MASTERS OF TAMPA BAY, INC.**, was held in Tampa, Florida, on the 13th day of October, 1999.

The following, constituting all the stockholders and directors of the corporation were present at the meeting:

**John DeYoung (as Co-Trustee)  
Barbara DeYoung (as Co-Trustee)  
Jennifer DeYoung  
Lorraine DeYoung**

The secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

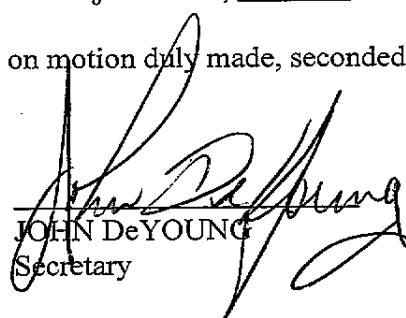
The following Resolution was then presented, discussed and adopted:

**BE IT RESOLVED**, the undersigned Shareholders and Directors of **AIR MASTERS OF TAMPA BAY, INC.**, do hereby unanimously resolve that the Articles of Incorporation of **AIR MASTERS OF TAMPA BAY, INC.** be amended to change the corporate name to **JAY DEE SOLUTIONS, INC.**, effective as of the date hereof.

**IT IS FURTHER RESOLVED**, that the corporate officers be authorized to prepare and file the requisite Articles of Amendment with the Secretary of State's office in order to effectuate the above name change. This resolution is authorized pursuant to §607.1003, Fla. Stat.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

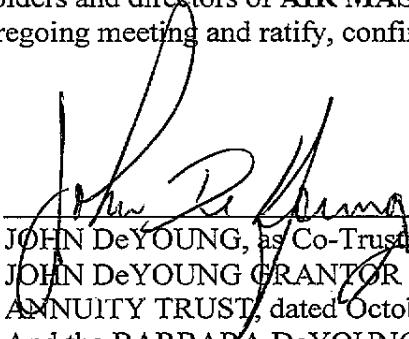
DATED: October 13, 1999.

  
JOHN DeYOUNG  
Secretary


## WAIVER

We, the undersigned, being all of the stockholders and directors of **AIR MASTERS OF TAMPA BAY, INC.**, hereby waive notice of the foregoing meeting and ratify, confirm and approve the actions therein taken.

DATED:      October 13, 1999.



JOHN DeYOUNG, as Co-Trustee of the  
JOHN DeYOUNG GRANTOR RETAINED  
ANNUITY TRUST, dated October 23, 1996  
And the BARBARA DeYOUNG  
GRANTOR RETAINED ANNUITY  
TRUST, dated October 23, 1996  
Director and Shareholder



BARBARA DeYOUNG, as Co-Trustee of  
the JOHN DeYOUNG GRANTOR  
RETAINED ANNUITY TRUST, dated  
October 23, 1996 and the BARBARA  
DeYOUNG GRANTOR RETAINED  
ANNUITY TRUST, dated October 23, 1996  
Shareholder



JENNIFER DeYOUNG RAULERSON  
Shareholder



LORRAINE DeYOUNG  
Shareholder