

LEHTINEN O'DONNELL
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
VARGAS & REINER

February 4, 2000

FILE NO. 600.65

L000000001531

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE:

Associated Air Products, L.C.
A Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find the original Articles of Organization and Affidavit of Registered Agent for Associated Air Products, L.C., a Florida Limited Liability Company. Also enclosed is our firm's check No. 5802 in the amount of \$160.00 as follows:

Filing Fee for Articles of Organization	\$ 100.00
Designation of Registered Agent	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00

TOTAL: \$ 160.00

Please forward all copies and correspondence to:

Samuel B. Reiner, II, Esq.
7700 North Kendall Drive, Suite 303
Miami, Florida 33156-7559

Telephone: (305) 279-1166

Thank you for your help in this matter.

Very truly yours,

SAMUEL B. REINER, II

SBR:pm
Enclosures

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**ARTICLES OF ORGANIZATION
ASSOCIATED AIR PRODUCTS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under Chapter 608 of the Florida Statutes, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for Profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business for such Limited Liability Company.

ARTICLE I

ASSOCIATED AIR PRODUCTS, L.C.

The name of the Limited Liability Company shall be: ASSOCIATED AIR PRODUCTS, L.C.

ARTICLE II

DURATION

The term of existence of this limited liability company shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business to be transacted, and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of Limited Liability Companies shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes and the laws of the State of Florida.
2. To generally engage in the business of the sale and service of air conditioning and heating equipment and systems and to do each and every other thing incident to the conduct of that business.
3. To purchase, sell, mortgage, encumber and lease the real property and personal property owned by the Company.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities, of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles and

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to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, and to perform and carry out, assign, cancel or rescind any of such contracts.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in the aid of the powers of this Limited Liability Company, and the powers and purposes stated herein shall, in no way limit or restrict the powers granted under the laws of the State of Florida.

ARTICLE IV

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal office of this Limited Liability Company shall be located at 2125 North Commerce Parkway, Weston, Florida 33326.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 7700 N. Kendall Dr., Suite 303, Miami, Florida 33156, and the name of the initial Registered Agent is Samuel B. Reiner II.

ARTICLE VI

CAPITAL CONTRIBUTION

The initial capital contribution of the Limited Liability Company shall be the amount of ONE THOUSAND (\$1,000.00) DOLLARS paid entirely in cash. Additional contributions will be made as required for investment purposes, as determined by the Members of this Limited Liability Company.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members or as otherwise provided in any existing operating agreement between the Members.

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ARTICLE VIII

CONTINUATION OF BUSINESS

The remaining Members of this Limited Liability Company shall have the right to continue the business of the Company, on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates the continued membership of a member.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by a majority vote of its members owing a majority interest in the Company.

ARTICLE X

RESTRICTION ON TRANSFER

No member may transfer or assign his or its interest in this Limited Liability Company except upon unanimous consent of the existing members or as otherwise provided for by the Members.

The undersigned, being one of the Members of this Limited Liability Company, hereby certify that the foregoing constitutes the Articles of Organization of ASSOCIATED AIR PRODUCTS, L.C.

Executed by the undersigned at Weston, Broward County, Florida,
this 18th day of January, 2000.

BY:



Walter C. Dickinson
(PRINT OR TYPE)

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STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI -DADE)

The foregoing instrument was acknowledged before me this 18th day of January, 2000, by Walter C. Dickerson, who is personally known to me or who has produced N/A as identification.



[Signature]
Notary Public
Samuel B. Reiner
Print Name

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF REGISTERED AGENT

The name and the Florida street address of the registered agent are:

Name: Samuel B. Reiner, II
Address: 7700 N. Kendall Dr.
Suite 303
Miami, Florida 33156

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

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