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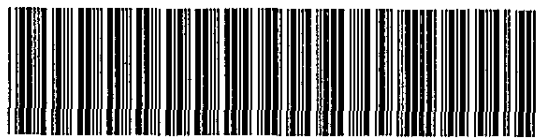
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TALLAHASSEE, FLORIDA

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LAW OFFICE
STEPHEN M. FEIDELMAN, P.A.
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August 10, 2004

Fla. Dept. of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

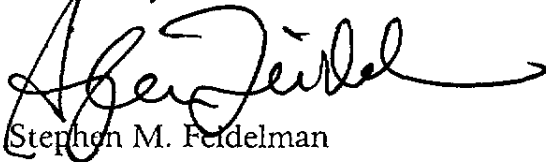
Via Federal Express

RE: Articles of Organization of
DUNWORTH AIR CONDITIONING L.L.C.

Dear Sir or Madam:

Please find enclosed our Check No. 2762, of even date, in the amount of One Hundred Thirty-three Dollars and Seventy-five Cents (\$133.75) in payment of the fees associated with filing the enclosed Articles of Organization and Designation of Registered Agent regarding the above-referenced business and obtaining a certified copy of same.

Yours truly,


Stephen M. Feidelman

Enclosures

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**ARTICLES OF ORGANIZATION
OF
DUNWORTH AIR CONDITIONING L.L.C.**

The undersigned, acting as an authorized representative of the initial members of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company is Dunworth Air Conditioning L.L.C. (called the "Company") and the mailing address and street address of its principal office is 3938 N.E. 5th Terrace, Fort Lauderdale, FL 33334.

ARTICLE II - EFFECTIVE DATE

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III - PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under the laws of Florida.

**ARTICLE III - INITIAL REGISTERED AGENT
AND REGISTERED OFFICE**

The name and the Florida street address of the Company's initial registered agent are Stephen M. Feidelman, Esq., 2134 Hollywood Boulevard, Hollywood, FL 33020.

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ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more of the members as, from time to time, shall be set forth in the limited liability company operating agreement for the Company. The initial managing members shall be Jack Dunworth and Patricia Dunworth.

ARTICLE V - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI - INDEMNIFICATION

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member,

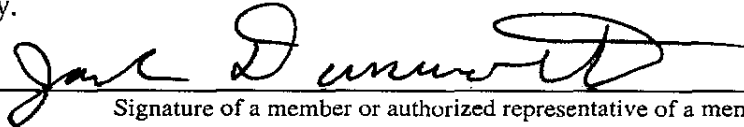
his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The remaining members may admit additional members only upon such terms and conditions of admission as shall be set forth in the limited liability company operating agreement for the company.

ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon such terms and conditions as shall be set forth in the limited liability company operating agreement for the Company.

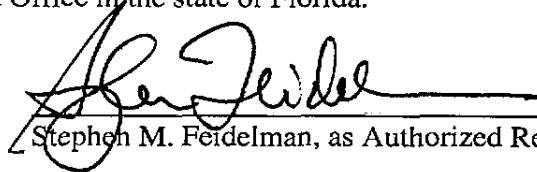


Signature of a member or authorized representative of a member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

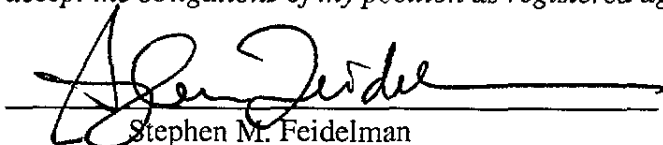
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §§608.415 and 608.507, *Florida Statutes*, Dunworth Air Conditioning L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Stephen M. Feidelman, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State, and designates 2134 Hollywood Boulevard, Hollywood, FL 33020, the business of its Registered Agent, as its Registered Office in the state of Florida.



Stephen M. Feidelman, as Authorized Representative

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 statues 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.


Stephen M. Feidelman

8/10/04
(Date)

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