

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
S & P Acquisition, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
FOR
S & P ACQUISITION, LLC

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - Name

The name of the limited liability company is S & P Acquisition, LLC (the "Company").

ARTICLE II - Address

The mailing address of the principal office of the Company is:

6393 Powers Avenue
Jacksonville, FL 32217

The street address of the principal office of the Company is:

6393 Powers Avenue
Jacksonville, FL 32217

ARTICLE III - Commencement of Existence

The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV - Registered Agent and Office

The name and street address of the Company's initial registered agent for service of process in the state is:

Deborah A. Forsberg
6393 Powers Avenue
Jacksonville, FL 32217

Christopher G. Commander, Esq.
Florida Bar No. 0028882
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this ____ day of March, 2010.

Soler & Palau Ventilation, Inc.,
a Delaware corporation, Member

By: _____

Eugene Scotcher, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Deborah A. Forsberg

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