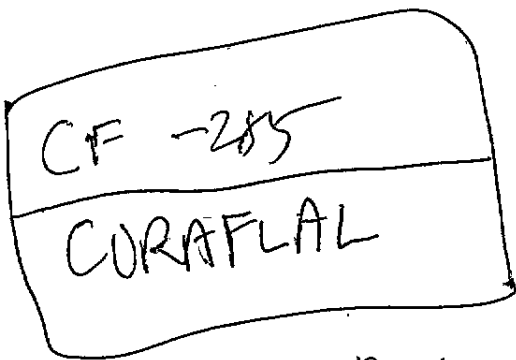


CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-322-8872 • Fax (850) 224-1122

L98000000387

Acumen HVAC, L.C.



Signature

BK 3/30/98

Requested by:

Name Qu Date 3-30-98 Time 9:15

Walk-In _____ Will Pick Up _____

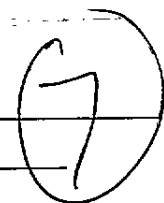
- _____ Art of Inc. File
- _____ LTD Partnership File
- _____ Foreign Corp. File
- ☒ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- _____ Cert. Copy
- ☒ Photo Copy
- _____ Certificate of Good Standing
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

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98 MAR 30 AM 9:55



**ARTICLES OF ORGANIZATION
OF
ACUMEN HVAC, L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

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**ARTICLE I
NAME**

The name of this limited liability company shall be ACUMEN HVAC, L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 106 Auburn Street, Ft. Walton Beach, FL 32548. The mailing address of the limited liability company is 106 Auburn Street, Ft. Walton Beach, FL 32548.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

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ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of Thirty Thousand Dollars (\$30,000.00).

ARTICLE VII
MANAGEMENT

The names and addresses of the sole manager of the limited liability company is as follows:

Michael Kennedy
16 Winfield Way
Mary Esther, FL 32569

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE VIII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Michael Kennedy
16 Winfield Way
Mary Esther, FL 32569

Ralph Rivers
P.O. Box 1237
Ft. Walton Beach, FL 32549

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X
DISSOLUTION

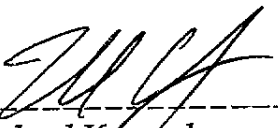
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DIVISION OF CORPORATIONS
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Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 28th day of March, 1998, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.



Michael Kennedy
Member



Ralph Rivers
Member

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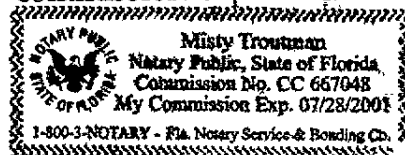
STATE OF FLORIDA
COUNTY OF OKALOOSA

28th The foregoing instrument was executed and acknowledged before me this day of March, 1998, by **Michael Kennedy** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

28th WITNESS my hand and official seal in the State and County last aforesaid this day of March, 1998.

Misty Troutman
MISTY TROUTMAN
NOTARY PUBLIC

My commission expires:



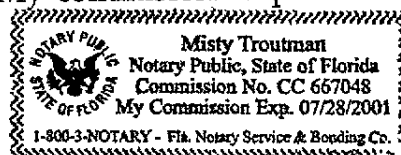
STATE OF FLORIDA
COUNTY OF OKALOOSA

28th The foregoing instrument was executed and acknowledged before me this day of March, 1998, by **Ralph Rivers** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

28th WITNESS my hand and official seal in the State and County last aforesaid this day of March, 1998.

Misty Troutman
MISTY TROUTMAN
NOTARY PUBLIC

My commission expires:



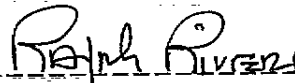
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 30 PM 1:16

Pursuant to Section 608.415, Florida Statutes, the following is submitted:
ACUMEN HVAC, L.C., desiring to organize under the laws of the State of Florida
with its principal place of business at 106 Auburn Street, Ft. Walton Beach, FL 32548,
has named **Alexandra R. Haught** as its agent to accept service of process within the
State of Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.

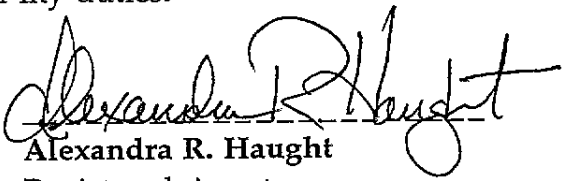


Michael Kennedy
Member



Ralph Rivers
Member

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Florida Statutes
relative to the proper and complete performance of my duties.



Alexandra R. Haught
Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

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DIVISION OF CORPORATIONS
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I, the undersigned member of ACUMEN HVAC, L.C., after being duly sworn, do depose and state the following:


1. There are at least two (2) members of ACUMEN HVAC, L.C.
2. The capital contribution to ACUMEN HVAC, L.C. is Thirty Thousand Dollars (\$30,000.00).

The total contribution to ACUMEN HVAC, L.C. is Thirty Thousand Dollars (\$30,000.00).

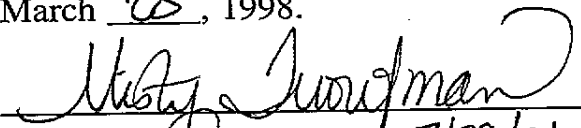
3. There is no contribution of property other than that listed in paragraph 2 above.

4. Future capital: None at this time.


Michael Kennedy
Member & Manager


Ralph Rivers
Member

Sworn to and ascribed before me on
March 28, 1998.


My commission expires: 7/28/01

