

M03000002086

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

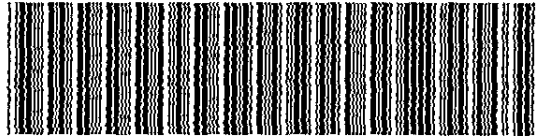
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Wd/26

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DIVISION OF CORPORATIONS
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TDIndustries

Excellence through Employee Own

May 28, 2003

Florida Department of State
Registration Section
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To whom it may concern:

Attached are documents to register a foreign limited partnership and a foreign limited liability company, TDIndustries, Inc. (which has been withdrawn from the state of Florida) converted to a limited partnership, TDIndustries, Ltd. on 12/31/00. These documents are necessary to register the limited partnership and the general partner of TDIndustries, Ltd., TDIndustries Management, LLC.

If you have any questions or need additional information, please contact me at 972-888-9654.

Sincerely,



Mary E. Vares

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2003-16007

13850 Diplomat Drive
P.O. Box 819060
Dallas, Texas 75381-9060
(972) 888-9500



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2003

MARY E. VARES
TDINDUSTRIES
PO BOX 819060
DALLAS, TX 75381-9060

SUBJECT: TDINDUSTRIES MANAGEMENT, LLC
Ref. Number: W03000016007

We have received your document for TDINDUSTRIES MANAGEMENT, LLC and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 903A00035037

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. TDIndustries Management, LLC
(Name of foreign limited liability company)
2. Delaware 3. 75-2943693
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/27/00 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. not currently doing business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))


7. 13850 Diplomat Drive
Dallas, Texas 75234
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here
9. The usual business addresses of the managing members or managers are as follows:
13850 Diplomat Drive
Dallas, Texas 75234

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: general contractor of heating,
plumbing and air conditioning services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Michael J. Fitzpatrick, Managing Director
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TDIndustries Management, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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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.

C T Corporation System

Mark Holloway, Asst. Secretary
 (Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

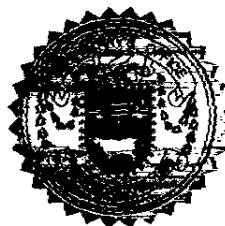
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDINDUSTRIES MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MAY, A.D. 2003.

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DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3336733 8300

AUTHENTICATION: 2404719

030276389

DATE: 05-07-03