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LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

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PLEASE REPLY TO:

1715 N. WESTSHORE BOULEVARD, STE. 750
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TELEPHONE (813) 287-0550
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811-B CYPRESS VILLAGE BOULEVARD
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TELEPHONE (813) 633-3396
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Post Office Drawer 1441
St. Petersburg, Florida 33731-1441

May 22, 2000

FILED
00 MAY 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

9000003263699--6
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*****70.00 *****70.00

Re: **Powerchill Mechanical Services, Inc.**

To whom it may concern:

Enclosed please find our firm's check in the amount of \$70.00, representing the filing fee for the Articles of Incorporation as well as Designation of Registered Agent. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please feel free to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.



MATTHEW G. SCHINDEL, Esquire

MGS/ljd
Enclosure

JUN 1 2000

ARTICLES OF INCORPORATION

OF

POWERCHILL MECHANICAL SERVICES, INC.

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

FILED
00 MAY 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

NAME

The name of this corporation is **POWERCHILL MECHANICAL SERVICES, INC.**

ARTICLE 2.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and mailing address of this corporation is:

1421 Waterview Drive
Largo, FL 33771

ARTICLE 3.

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.001 par value common stock.

ARTICLE 4.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Jerry Kammerer

Address: 1421 Waterview Drive
Largo, FL 33771

ARTICLE 5.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Jerry Kammerer

Address: 1421 Waterview Drive
Largo, FL 33771

ARTICLE 6.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the his hand and seal this 18th day of May, 2000, for the purpose of organizing this corporation under the laws of the State of Florida.


JERRY KAMMERER

ACKNOWLEDGMENT:

Having been named to accept service of process for Powerchill Mechanical Services, Inc., at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 607, Florida Statutes, relative to keeping open the corporation's office.


JERRY KAMMERER.

FILED
00 MAY 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA