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May 25, 2000

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314-6327

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Attention: Division of Corporations

RE: JIM DANDY AIR, INC.

Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Jim Dandy Air, Inc., Designation of Registered Agent, and Acceptance by Registered Agent.

Our fee of \$70.00 for this service is enclosed. Please file the same and return the copy in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

David A. Jaynes

DAJ/sjo
Enclosure
cc: Client

FILED
00 MAY 31 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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**ARTICLES OF INCORPORATION
OF
JIM DANDY AIR, INC.**

FILED
00 MAY 31 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be JIM DANDY AIR, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any one time is 1,000 shares of common stock with no par value.

ARTICLE IV: ADDRESS

The street address of the principal office of the Corporation shall be 3750 So. 55th Ave., Greenacres, FL 33463.

ARTICLE V: REGISTERED AGENT

The name of the initial Registered Agent for the corporation is David A. Jaynes, whose office address is: 120 So. Olive Ave., Suite 702, West Palm Beach, Florida 33401.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator is:

David A. Jaynes, Esquire
120 So. Olive Ave., Suite 702
West Palm Beach, FL 33401

ARTICLE X: OFFICERS

The officers shall be:

President
Secretary/Treasurer

Kenneth J. Dorman
Dan Antonoglou

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26 day of May, 2000.

Incorporator:



DAVID A. JAYNES

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 26th day of May, 2000, by David A. Jaynes.



Notary Public
My Commission Expires:



S. Jayne Ovelt
My Commission CC617400
Expires January 29, 2001

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. JIM DANDY AIR, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 3750 So. 55th Ave., Greenacres, FL 33463, has named David A. Jaynes, whose address is 120 So. Olive Ave., Suite 702, West Palm Beach, Florida 33401, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

DAVID A. JAYNES

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared David A. Jaynes, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 26th day of May, 2000.

(SEAL)

S. Jayne Overt
Notary Public
State of Florida
My Commission Expires: _____



S Jayne Overt
My Commission CC617400
Expires January 29, 2001