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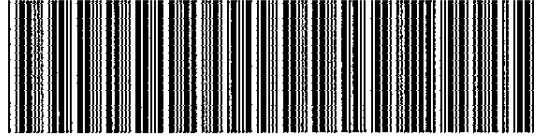
(Business Entity Name)

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06 FEB -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge / N/C

SP

LAW OFFICES OF
DAVID A. JAYNES

The Guaranty Building, Suite 401
120 So. Olive Avenue
West Palm Beach, FL 33401

Member State Bar of
Florida and Texas

Telephone (561) 659-5050
Facsimile (561) 833-3541

January 9, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ALLIANCE AIR CONDITIONING & ELECTRICAL, INC.

Dear Madam/Sir:

Enclosed you will find for Alliance Air Comfort, Inc. articles of merger, name change and fictitious name filings.

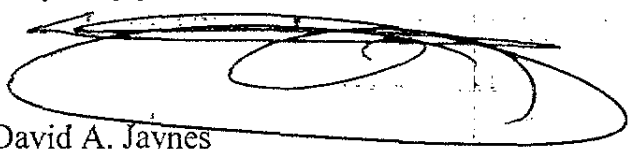
These documents have been appropriately executed and require filing with your division.

Enclosed you will find our check in the amount of One Hundred Seventy Dollars (\$170.00) for filing of the merger and name changes.

If there is any problem with these documents, please call upon receipt so that we may correct the same and have the merger and fictitious name filings done expeditiously.

Thank you for your kind attention to this important matter.

Very truly yours,


David A. Jaynes

DAJ:aeg

Enclosures

ARTICLES OF MERGER
OF

FILED

U.S. AIR & REFRIGERATION, INC., A FLORIDA CORPORATION INTO
ALLIANCE AIR COMFORT, INC., A FLORIDA CORPORATION

06 FEB - 6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Merger between, ALLIANCE AIR COMFORT, INC., a Florida corporation ("Surviving Corp.") and U.S. AIR & REFRIGERATION, INC., a Florida Corporation ("Disappearing Corp.").

Pursuant to Section 607.1105, of the Florida Business Corporation Act (the "Act"), Surviving Corp. and Disappearing Corp. adopt the following Articles of Merger:

1. The Plan of Merger between Surviving Corp. and Disappearing Corp. was approved and adopted by the Shareholders of Surviving Corp. on October 25, 2005, and was adopted by the Board of Directors of Disappearing Corp. since shareholder approval of the merger is not required by the shareholders of Disappearing Corp. pursuant to Section 607.1103(7) of Florida Business Corporation Act (the "Act").
2. Pursuant to the Plan of Merger, all issues and outstanding shares of Disappearing Corp.'s stock will be issued by means of merger of Disappearing Corp. into Surviving Corp. with ALLIANCE AIR COMFORT, INC. being the surviving Corp. ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated herein by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Parties have set their hand this 31 day of Dec, 2005.

ALLIANCE AIR CONDITIONING
& ELECTRICAL, INC.

U.S. AIR & REFRIGERATION, INC.

By: [Signature]
ANTHONY FRAGIACOMO, President

By: [Signature]
HUGO UNRUH, President

06 FEB - 6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT FOR NAME CHANGE
of
ALLIANCE AIR CONDITIONING & ELECTRICAL, INC.


1. The following provisions of the Articles of Incorporation of ALLIANCE AIR CONDITIONING & ELECTRICAL, INC., a Florida corporation, filed in Florida on July 3, 2000, be and they hereby are amended in the following particulars:

Article I, be and it hereby is amended to read as follows:

ARTICLE I NAME

The name of the corporation shall be ALLIANCE AIR COMFORT, INC.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 25th day of October, 2005.



ANTHONY FRAGIACOMO, President/Director
Sole Stockholder


STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, personally appeared ANTHONY FRAGIACOMO, as President of the above corporation, who, after being duly sworn deposes and says that the statements made in the above Articles of Amendment are true to the best of his/her knowledge and belief.

WITNESS my hand and official seal this 25 day of October, 2005.



Marie Oltmanns
MY COMMISSION # DD214863 EXPIRES
May 22, 2007
BONDED THRU TROY FAIN INSURANCE, INC.
(SEAL)



NOTARY PUBLIC - State of Florida
My Commission Expires: 5/22/07

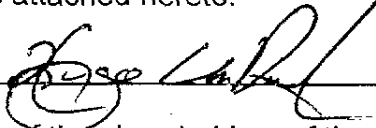
**UNANIMOUS CONSENT ACTION OF THE SHAREHOLDERS
OF U.S. AIR & REFRIGERATION, INC.**

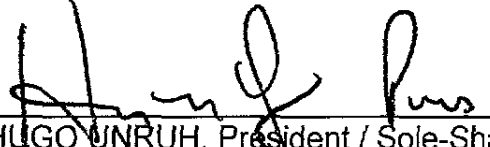
A meeting of the shareholders of U.S. AIR & REFRIGERATION, INC. (the "Company") was held on October 31, 2005 at 2:00 p.m. at 2018 NE 21st Terrace, Jensen Beach, FL 34957-5186. One hundred (100%) percent of the Company shareholders were present in person and by signing of these minutes individually, waive any requirement of notice required by Chapter 607 of the Florida Statutes, any further waive any rights of dissenting shareholders set forth in Chapter 607 of the Florida Statutes, and acknowledge having received copies of Section 607.1301, 607.1320, relating to shareholders right to dissent.

Those present are HUGO UNRUH, the sole shareholder, officer and director of the Company.

Since a quorum was present, HUGO UNRUH, acting chairman of the meeting, then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The secretary moved for the adoption of the following resolution: Resolved, that the Company is hereby authorized to adopt the Plan the Merger and proceed with the Merger on the terms set forth in the Plan, the receipt of which is hereby acknowledged by the undersigned shareholders, which is attached hereto.

The Motion was seconded by  and the Plan of Merger was approved by a unanimous vote of the shareholders of the Company.


HUGO UNRUH, President / Sole-Shareholder

PLAN OF MERGER

The Merger, dated this 31st day of October 2005, by and between ALLIANCE AIR COMFORT, INC. (the "Surviving Corp.") and U.S. AIR & REFRIGERATION, INC. (the "Disappearing Corp."), (collectively the "Constituent Corporation"). This Merger is being effected pursuant to the Plan of Merger (the "Plan"), in accordance with Section 607.1101, et seq., of the Florida Business Corporation Act (the "Act").

SECTION 1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the effective date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp., until further amended as provided by law. The changes to the Surviving Corp.'s Articles of Incorporation, which shall take effect on the effective date, are as follows:

SECTION 2. Distribution to Shareholders. This Corporation is authorized to issue 200 shares of common stock without par value. Article III. Capital Stock. This Corporation is authorized to issue 200 shares of common stock without par value. On the effective date, each share of the Disappearing Corp.'s common stock that shall be issued and outstanding at that time, shall without Anthony Fragiacommo be converted into and exchanged for the shares of the Surviving Corp.'s common stock that shall be a share of the Surviving Corp.'s stock that is issued and outstanding on the effective date. Each share of the Surviving Corp.'s stock shall continue as outstanding shares of the Surviving Corp.'s stock.

SECTION 3. Satisfaction of Rights of Disappearing Corp.'s Shareholders. All shares of the Surviving Corp.'s stock into which shares of the Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan, shall be deemed to have been paid in full satisfaction of such converted shares.

SECTION 4. Effect of Merger. On the effective date, the separate existence of Disappearing Corp. shall cease and the Surviving Corp. shall be fully vested in all the rights, privileges, immunities, powers, and franchises, and franchises, subject to all restrictions, liabilities disabilities, and duties, all as more particularly set forth in Section 607.1106, of the Act.

PLAN OF MERGER

The Merger, dated this 31st day of October 2005, by and between ALLIANCE AIR COMFORT, INC. (the "Surviving Corp.") and U.S. AIR & REFRIGERATION, INC. (the "Disappearing Corp."), (collectively the "Constituent Corporation"). This Merger is being affected pursuant to the Plan of Merger (the "Plan"), in accordance with Section 607.1101, et seq., of the Florida Business Corporation Act (the "Act").

SECTION 1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the effective date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp., until further amended as provided by law. The changes to the Surviving Corp.'s Articles of Incorporation, which shall take effect on the effective date, are as follows:

Article III. Capital Stock. This Corporation is authorized to issue 200 shares of common stock without par value.

SECTION 2. Distribution to Shareholders of the Constituent Corporations. Upon the effective date, each share of the Disappearing Corp.'s common stock that shall be issued and outstanding at that time, shall without Anthony Fragiacommo be converted into and exchanged for the shares of the Surviving Corp. in accordance with this Plan. Each share of the Surviving Corp.'s stock that is issued and outstanding on the effective date shall continue as outstanding shares of the Surviving Corp.'s stock.

SECTION 3. Satisfaction of Rights of Disappearing Corp.'s Shareholders. All shares of the Surviving Corp.'s stock into which shares of the Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan, shall be deemed to have been paid in full satisfaction of such converted shares.

SECTION 4. Effect of Merger. On the effective date, the separate existence of the Disappearing Corp. shall cease and the Surviving Corp. shall be fully vested in the Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106, of the Act.

SECTION 5. Supplemental Actions. If at any time after the effective date the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of the Plan, the appropriate officers of the Surviving Corp., or the Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corp., or to otherwise carry out the provisions of this Plan.

SECTION 6. Filing with the Department of State and Effective Date. Upon the closing, as provided in this Plan, the Disappearing Corp. and the Surviving Corp. shall cause their respective President to execute Articles of Merger in the form attached hereto, and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein, and shall become an exhibit to such Articles of Merger. Whereupon, such Articles of Merger shall be delivered for filing by the Surviving Corp. to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "effective date", which shall be the date of filing of the Articles as specified herein.

SECTION 7. Closing. The closing shall take place at 1253 Old Okeechobee Road, Unit A-6, West Palm Beach, Florida 33401 at 2:00 p.m. on October 31, 2005 (the "Closing Date") or at another time, date, and/or place mutually agreed to by the parties. Closing shall be consummated by the execution and acknowledgment by the Surviving Corp. and the Disappearing Corp. Of Articles of Merger in accordance with Florida Statutes, Chapter 607, and other applicable law. The Articles of Merger executed and acknowledged, shall be delivered for filing to the Department of State as promptly as possible after the consummation of the Closing. The Articles of Merger shall specify the effective date and time of the Merger.

SECTION 8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof, by action taken by the Board of Directors of

such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter, as long as such change is in accordance with Section 607.1103 of the Act.

SECTION 9. Termination. At any time before the effective date, whether before or after the filing of the Articles of Merger, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding any favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

ALLIANCE AIR CONDITIONING
& ELECTRICAL, INC.

U.S. AIR & REFRIGERATION, INC.

By: *Anthony Fragiaco*
ANTHONY FRAGIACO, President

By: *Hugo Unruh*
HUGO UNRUH, President

Witnesses:

Marie Oltmanns
Print Name: MARIE OLTMANNS

Marie Oltmanns
Print Name: MARIE OLTMANNS

Barbie E. Cross
Print Name: BARBIE E. CROSS

Barbie E. Cross
Print Name: BARBIE E. CROSS