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CUNNINGHAM & CUNNINGHAM, P.A.

F. MALCOLM CUNNINGHAM, SR. (1927-1978)

T. J. CUNNINGHAM*

KIMBERLY J. CUNNINGHAM*

THOMAS J. CUNNINGHAM, JR.

PERSONAL INJURY & WRONGFUL DEATH

GENERAL PRACTICE

*ALSO MEMBER OF D.C. BAR

1897 PALM BEACH LAKES BOULEVARD

CROSS ROADS BUILDING, SUITE 201

WEST PALM BEACH, FLORIDA 33409

PHONE (561) 683-2900

FAX (561) 683-2130

October 2, 2000

State of Florida

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: Articles of Incorporation of
Brooks Air Conditioning and Heating, Inc.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for Brooks Air Conditioning and Heating, Inc. for filing and a check in the amount of \$78.75 as payment for filing and a certified copy of the Articles.

Please return the certified copy of the document to the Firm's address as noted above.

Very truly yours,

T. J. Cunningham, Jr.
TJC,JR./bw
enclosures

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ARTICLES OF INCORPORATION
OF
BROOKS AIR CONDITIONING AND HEATING, INC.

The undersigned incorporators, for the purpose of forming a corporation, for profit, under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is BROOKS AIR CONDITIONING AND HEATING, INC.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 112 Gibraltar Street, Royal Palm Beach, Florida 33411.

ARTICLE III
EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida; and shall have perpetual existence.

ARTICLE IV
PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one (100) hundred. Such shares shall be of a single class, and shall have a par value of one (\$1.00) dollar per share, unless otherwise stated in these Articles, or any Amendment to these Articles. There shall be one (1) class of stock of this corporation, common stock.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 112 Gibraltar Street, Royal Palm Beach, Florida 33411, and the name of its initial registered agent at such address is THOMAS W. BROOKS.

ARTICLE VII
DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

	<u>NUMBER OF SHARES</u>
THOMAS W. BROOKS - President/Treasurer 112 Gibraltar Street Royal Palm Beach, Florida 33411	51
KATHY C. BROOKS - Vice President/Secretary 112 Gibraltar Street Royal Palm Beach, Florida 33411	49

ARTICLE VIII
INCORPORATORS


The name and address of each incorporator is:

THOMAS W. BROOKS
112 Gibraltar Street
Royal Palm Beach, Florida 33411

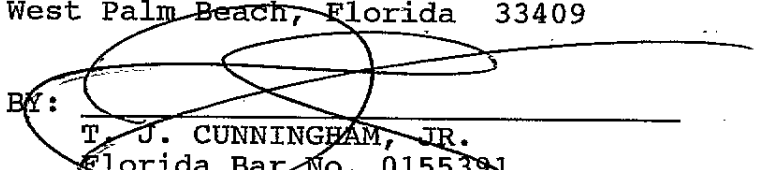
KATHY C. BROOKS
112 Gibraltar Street
Royal Palm Beach, Florida 33411

IN WITNESS WHEREOF, the undersigned Incorporators have executed
these Articles of Incorporation, this 20th day of September, 2000.


THOMAS W. BROOKS


KATHY C. BROOKS

CUNNINGHAM & CUNNINGHAM, P.A.
1897 Palm Beach Lakes Boulevard
Cross Roads Building, Suite 201
West Palm Beach, Florida 33409

By: 
T. J. CUNNINGHAM, JR.
Florida Bar No. 0155391
Attorney for Incorporators

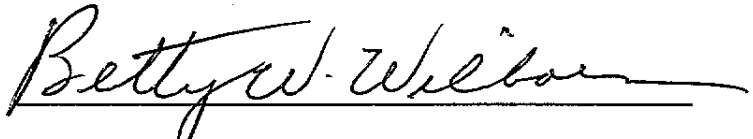
TELEPHONE: 561/683 2900
FAX : 561/683 2130

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, A Notary Public authorized to take acknowledgments, in the State and County set forth above, personally appeared THOMAS W. BROOKS and KATHY C. BROOKS, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20TH day of September, 2000.



NOTARY PUBLIC

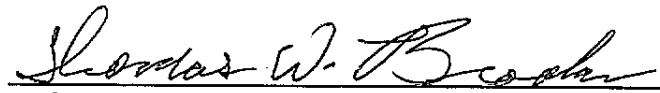
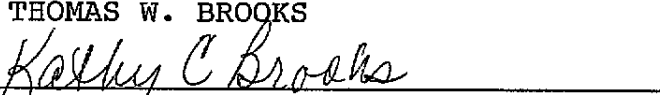
MY COMMISSION EXPIRES:



Betty W. Wilborn
MY COMMISSION # CC687953 EXPIRES
January 11, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

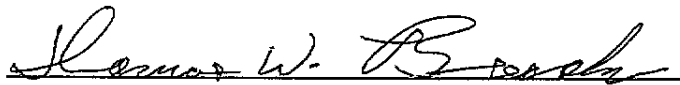
APPOINTMENT OF REGISTERED AGENT

BROOKS AIR CONDITIONING AND HEATING, INC., by and through its initial Board of Directors, hereby appoint THOMAS W. BROOKS, as Registered Agent, pursuant to Florida Statute Section 607, for the acceptance of process of service at the corporate principal place of business, 112 Gibraltar Street, Royal Palm Beach, Florida 33411, this 20th day of September, 2000.


THOMAS W. BROOKS

KATHY C. BROOKS

I, THOMAS W. BROOKS, hereby accept the appointment as Registered Agent for BROOKS AIR CONDITIONING AND HEATING, INC. and will perform all duties required under Florida Statute 607.

DATED this 20th day of September, 2000.


THOMAS W. BROOKS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA