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**LAW OFFICES OF JUSTIN G. JOSEPH, P.A.**  
**ATTORNEYS AT LAW**

*Justin G. Joseph*  
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January 22, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300003582923--0  
-01/26/01--01161--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: High Efficiency Heating & Cooling, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for High Efficiency Heating & Cooling, Inc.

Additionally, I am enclosing our firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
<b>TOTAL</b>	<b>\$ 70.00</b>

Thank you for your assistance in this matter.

Very truly yours,

  
Karen H. Midkiff

KHM  
Enclosure(s)

**FILED**  
01 JAN 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ajr/29

ARTICLES OF INCORPORATION

OF

HIGH EFFICIENCY HEATING & COOLING, INC.

The undersigned GUNARD SWANSON does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be HIGH EFFICIENCY HEATING & COOLING, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is an air conditioning service/repair business.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be GUNARD SWANSON and RICHARD JEFFERS. Initial stock issued shall be Five Hundred (500 ) shares to GUNARD SWANSON and Five Hundred (500) shares to RICHARD JEFFERS.

The 1000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

FILED  
JAN 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 12012 Misty Brook Court, Tampa, FL 33635 and the name of the initial registered agent of this corporation at that address is GUNARD SWANSON.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

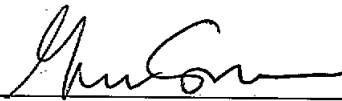
The officers of the corporation shall be GUNARD SWANSON, President and Secretary, RICHARD JEFFERS, Vice President, and Treasurer.

ARTICLE VIII

INCORPORATORS

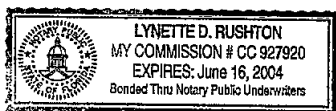
The name and address of the initial incorporator to these Articles of Incorporation are:

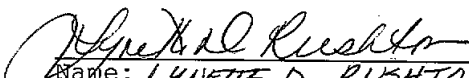
12012 Misty Brook Court  
Tampa, FL 33635

  
\_\_\_\_\_  
GUNARD SWANSON

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 12th day of January, 2001, by GUNARD SWANSON, who is personally known to me or who has produced ( ) a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; ( ) a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; ( ) a U.S. Military I.D.; ( ) a Canadian or Mexican Driver's License issued by an official agency; ( ) for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.




  
Name: LYNETTE D. RUSHTON  
Notary Public-State of Florida  
Commission No.:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
01 JAN 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

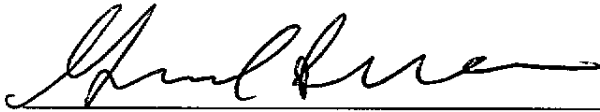
HIGH EFFICIENCY HEATING & COOLING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, State of Florida, has named GUNARD SWANSON, located at 12012 Misty Brook Court, Tampa, FL 33635 as its agent to accept service of process within Florida.

SIGNATURE: 

TITLE: INCORPORATOR

DATE: 1-12-2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
GUNARD SWANSON

1-12-2001  
Date