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ATTORNEYS



April 4, 2001

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Reply To:
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WINTER HAVEN, FL 33883-9498

*Board Certified Civil Trial Lawyer
*Board Certified Business Litigation Lawyer
By The Florida Bar
**Admitted In Florida And Colorado

Honorable Katherine Harris
Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

900003963289--9
-04/06/01--01036--004
*****78.75 *****78.75

Re: Jack Winters Air Conditioning, Inc.

Dear Honorable Harris:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Resident Agent Form	<u>35.00</u>
Total.....	\$ 78.75

Thank you for your kind cooperation in this regard.

Very truly yours,

CHARLES R. CHILTON

FILED
01 APR -6 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRC/pas
Enclosures

CB 4-11

**ARTICLES OF INCORPORATION
OF
JACK WINTERS AIR CONDITIONING, INC.**

FILED
01 APR -6 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

JACK WINTERS AIR CONDITIONING, INC.

The principal place of business and mailing address of this corporation shall be 200 Lake Howard Drive, SW, Winter Haven, Florida 33880.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this corporation is 200 Lake Howard Drive, SW, Winter Haven, Florida 33880, and the name of the initial registered agent of this corporation at that address is JACK WINTERS.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial members of the Board of Directors is:

JACK WINTERS - Director/President/
Secretary/Treasurer

ARTICLE VII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

JACK WINTERS - President/Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time. The name and street address of the

incorporator to these Articles of Incorporation is:

JACK WINTERS
200 Lake Howard Drive, SW
Winter Haven, Florida 33880


IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State
of Florida, this 3rd day of April, 2001.


JACK WINTERS

STATE OF FLORIDA

COUNTY OF POLK

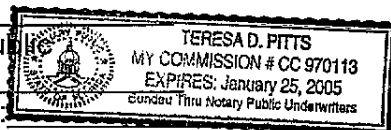
The foregoing was acknowledged before me by JACK WINTERS, who is
personally known to me and who did not take an oath this 3rd day of
April, 2001.


Notary Public

Print Name of Notary Public

Commission No. _____

My Commission expires: _____



FILED
01 APR -6 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

First--That JACK WINTERS AIR CONDITIONING, INC.
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorporation
at the City of Winter Haven, County of Polk,
State of Florida, has named JACK WINTERS
located at: 200 Lake Howard Drive, SW
(Street address and number of building,
Post Office Box address not acceptable)
City of Winter Haven, County of Polk,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: 
Registered Agent