

PO1000038399

All Air of Central Florida, Inc.  
6845 Narcoossee Road, Suite 50  
Orlando, FL 32822

April 4, 2001

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

Subject: All Air of Central Florida, Inc.

900003994549--9  
-04/12/01--01069--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madame,

Enclosed please find two original copies of Articles of Incorporation for All Air of Central Florida, Inc. and a check for \$78.75.

If you have any questions please contact my accountant at (407) 228-4488.

Sincerely,

*Dave Aurand*  
Dave Aurand

FILED  
2001 APR 12 AM 8:46  
SECRET OF STATE  
TALLAHASSEE FLORIDA

4/17/01

***ARTICLES OF INCORPORATION  
of  
ALL AIR OF CENTRAL FLORIDA, INC.***

**FILED**

2001 APR 12 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is All Air of Central Florida, Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address and the physical location of the corporation's initial principal office is:

6845 Narcoossee Road, Suite 50  
Orlando, Fl 32822

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares of \$.10 par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Dave Aurand  
All Air of Central Florida, Inc  
6845 Narcoossee Road, Suite 50  
Orlando, Fl 32822  
Orange County

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI  
DIRECTORS**

The name and addresse of the person constituting the initial board of directors is:

Dave Aurand  
6845 Narcoossee Road, Suite 50  
Orlando, Fl 32822

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Dave Aurand  
6845 Narcoossee Road, Suite 50  
Orlando, Fl 32822

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

2001 APR 12 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is All Air of Central Florida, Inc.
- 2) The name and addresses of the registered agent and office is:

Dave Aurand  
6845 Narcoossee Road, Suite 50  
Orlando, FL 32822

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dave Aurand:

*Dave Aurand*

Date:

*4/12/01*