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PRIORITY AIR CONDITIONING, INC.

6646 Angus Valley Drive
Wesley Chapel, Florida 33544

FILED

01 MAY 23 PM 3:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 16, 2001

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

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-05/23/01--01084--023
*****78.75 *****78.75

Subject: Priority Air Conditioning, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$ 78.75. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and fee for the Registered Agent Designation for the above named corporation.

I, Robert V. Clark, registered Priority Air Conditioning and Design of Mountains Over Top of "Priority Air Conditioning" to be used as a mark under class 0037. The mark was registered on September 6, 2000 and its date of expiration is September 6, 2010.

Please return my certified copy to the following address:

Priority air Conditioning, Inc.
6646 Angus Valley Drive
Wesley Chapel, Florida 33544

Very truly yours,

Robert V. Clark,
President



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D. WHITE MAY 31 2001

ARTICLES OF INCORPORATION

of

PRIORITY AIR CONDITIONING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PRIORITY AIR CONDITIONING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6646 Angus Valley Drive
Wesley Chapel, Florida 33544

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State,

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in Installation and repairs of air conditioners and any related activities or any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue on hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert V. Clark
6646 Angus Valley Drive
Wesley Chapel, Florida 33544

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial director of the corporation are as follows:

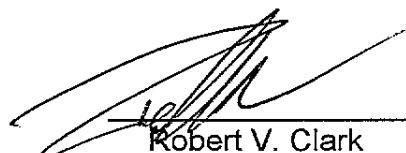
Robert V. Clark
6646 Angus Valley Drive
Wesley Chapel, Florida 33544

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Robert V. Clark
6646 Angus Valley Drive
Wesley Chapel, Florida 33544

The undersigned has executed these articles of incorporation this 5th day of November, 2000.

_____
Robert V. Clark President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 01 MAY 23 PM 3:48**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Priority Air Conditioning, Inc.

2. The name and address of the registered agent and office is:

Robert V. Clark
6646 Angus Valley Drive
Wesley Chapel, Florida 33544

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: May 24th, 2001

DATE: [Signature]