

# PO1000074732

July 26, 2001

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-07/27/01--01061--011  
\*\*\*\*157.50 \*\*\*\*78.75

Subj: Incorporation of ENERGY MANAGEMENT SYSTEMS, HEAT &  
AIR, INC.

Dear Sir:

Enclosed please find the following:

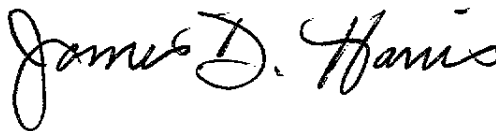
1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,

James D. Harris



FILED  
01 JUL 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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01 JUL 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ENERGY MANAGEMENT SYSTEMS, HEAT & AIR, INC.

ARTICLE I. NAME

The name of this corporation is  
ENERGY MANAGEMENT SYSTEMS, HEAT & AIR, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 431-G Gaston Foster Rd., Orlando, Florida 32807 and the name of the initial registered agent of this corporation at that address is JAMES D. HARRIS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

BRIAN HARVEY  
765 Oakland Hill Road #213  
Lake Mary, FL 32746

JAMES D. HARRIS  
564 Santiago Avenue  
Orlando, FL 32807

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 431-G Gaston Foster Road, Orlando, Florida 32807, and the mailing address of the corporation is 431-G Gaston Foster Road, Orlando, Florida 32807.

ARTICLE IX. INCORPORATOR


The name and address of the person signing these articles are:

JAMES D. HARRIS  
564 Santiago Ave.  
Orlando, FL 32807

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 19<sup>th</sup> day of July, 2001.

  
\_\_\_\_\_  
JAMES D. HARRIS

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES D. HARRIS to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this day of July, 2001.

  
\_\_\_\_\_  
Notary Public



Donna A. McKeone  
My Commission CC676357  
Expires September 01, 2001

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

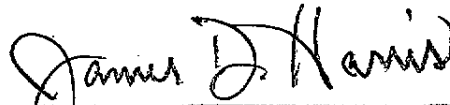
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034  
Florida Statutes, the following is submitted:

That ENERGY MANAGEMENT SYSTEM, HEAT & AIR, INC.,  
desiring to organize under Statutes of the State of Florida,  
with its principal office at 431-G Gaston Foster Road,  
Orlando, Florida 32807, has named James D. Harris, located at  
431-G Gaston Foster Rd., Orlando, Florida 32807, as its agent  
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.



JAMES D. HARRIS  
Registered Agent