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The Law Offices of
Debra P. Rochlin, P.A.

900 South Andrews Avenue- Ft. Lauderdale, Florida 33316

Phone 954-832-9009

August 14, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 AUG 20 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

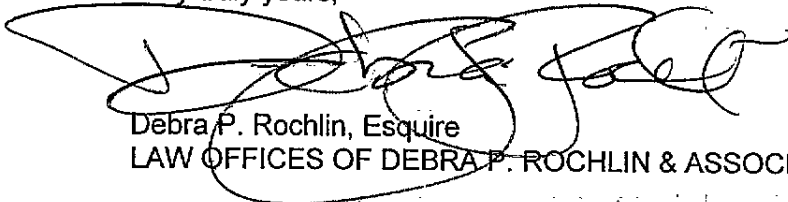
RE: **Incorporation of B W Air Conditioning, Inc.**

Dear Sir/Madam:

Enclosed please find an Article of Incorporation of B W Air Conditioning, Inc., along with a check in the amount of \$122.50. Please certify this corporation in the State of Florida and return to the undersigned the necessary corporate documents.

Thank you for your courtesies in this matter.

Very truly yours,



Debra P. Rochlin, Esquire
LAW OFFICES OF DEBRA P. ROCHLIN & ASSOCIATES, P.A.

/nst

Enclosures

cc: Bill Ward

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ARTICLES OF INCORPORATION
OF
B W Air Conditioning, Inc.

WHEREAS
*The undersigned, desiring to form a Corporation
for the purpose hereinafter stated
under and Pursuant to Chapter 621 of the Florida Statutes
do hereby declare as follows:*

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I. NAME

The name of the Corporation shall be B W Air Conditioning, Inc.

II. BUSINESS AND POWERS

SECTION A:

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The business shall be for the sales, service, and repairs of car stereos, and car alarms.

SECTION B:

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this state.

SECTION C:

To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION D:

To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other of the objects or purposes of

this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than One Hundred Dollars (\$100.00).

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles.

VI. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office or place of business of the Corporation shall be located at Fort Lauderdale, Florida.. The mailing address of the corporation where all correspondence shall be directed to 4841 Northeast 15th Terrace, Fort Lauderdale, FL 33334.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than three (3).

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME:

ADDRESS:

WILLIAM WARD

4841 Northeast 15th Terrace
Fort Lauderdale, FL 33334

IX. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Debra P. Rochlin, Esq., Law Offices of DEBRA P. ROCHLIN & ASSOCIATES, P.A., 900 South Andrews Avenue, Fort Lauderdale, Florida 33316.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

X. INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators is WILLIAM R. WARD.

XI. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

XII. EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation as dated.

William R. Ward
Incorporator - WILLIAM R. WARD

DATED 8/14/01

STATE OF FLORIDA }

COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared

WILLIAM R. WARD
who ✓ personally known to me, and who acknowledged he did not take an oath and executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid.

{ SEAL } NOTARY PUBLIC - STATE OF FLORIDA
DEBRA P. ROCHLIN
COMMISSION # CC857691
EXPIRES 7/31/2003
BONDED THRU ASA 1-888-NOTARY1

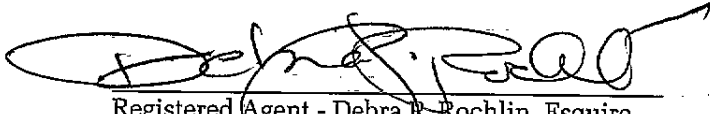
Debra P. Rochlin
Notary Public
DATED 8/14/01

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

In compliance with §48.091, of the Florida Statutes, the following is submitted: that B W 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 4841 Northeast 15th Terrace, Fort Lauderdale, FL 33334 has named Debra P. Rochlin, Esq, whose address is Law Offices of DEBRA P. ROCHLIN & ASSOCIATES, P.A., 900 South Andrews Avenue, Fort Lauderdale, Florida 33316, County of Broward, State of Florida, 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 a place designated in this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of the Florida Law.


Registered Agent - Debra N. Rochlin, Esquire

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