

P01000116507

FILED
01 DEC -7 PM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hajjat A. Mohammad
203 Lakeridge Drive
Panama City, Florida 32401
(850) 914-9000

December 6, 2001

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

800004714758--4
-12/10/01--01005--006
*****78.75 *****78.75

Subject: All American Air Conditioning of Bay County, Inc.

EFFECTIVE DATE
01-01-02

Dear Division of Corporations:

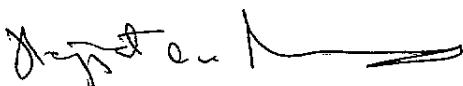
Enclosed you will please find the original and one (1) copy of the articles of incorporation for the subject corporation.

Additionally, please find enclosed a check in the amount of seventy eight dollars and 75 cents (\$ 78.75), which covers the following costs for the corporation:

1. Filing Fee for Articles of Incorporation	35.00
2. Certified Copy of Articles of Incorporation	8.75
3. Filing Fee for Registered Agent	35.00
Total	78.75

Should you have any questions or need further information, please do not hesitate to contact me. Thank you for your cooperation and assistance with these matters.

Sincerely Yours,



Hajjat A. Mohammad

encl.

J. BRYAN DEC 10 2001

FILED
01 DEC -7 PM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALL AMERICAN AIR CONDITIONING OF BAY COUNTY, INC.

THE UNDERSIGNED hereby makes, subscribes, acknowledges, and files this certificate for the Purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Chapter 607 and/or Chapter 621, Florida Statutes.

1. Name. The name of this corporation (the "corporation") shall be:

ALL AMERICAN AIR CONDITIONING OF BAY COUNTY, INC.

EFFECTIVE DATE

01-01-02

2. Purpose. This corporation may engage in Air Conditioning and Heating service and Installation and any other activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this corporation shall consist of One Thousand (1,000) shares of Common stock having a par value of One Dollar (\$ 1.00) per share. No shareholder of the Corporation may transfer his stock in the corporation without first offering such shares of stock to the other shareholders who shall have the first right of refusal for the same terms and conditions as the prospective transfer to a prospective transferee.

4. Term. This corporation shall have a perpetual existence

5. Date of existence. The date when the corporate existence of this Corporation shall begin January 1, 2002.

6. Address. The initial street address of the principal office and initial registered office of this Corporation is located at 537 N. East Avenue, Panama City, Bay County, Florida 32401, and Hajjat A.

Page Two

Mohammad of 203 Lakeridge Drive, Panama City, Florida 32401, is hereby designated as resident agent for this Corporation.

7. Number of Directors. This Corporation shall initially have two (2) directors, but the By-Laws of this Corporation may provide for such increase or decrease in the number thereof as is authorized by law.

8. Directors. The name and street address of the first Board of Directors is as follows:

	<u>Name:</u>	<u>Street Address:</u>
a.)	Hajjat A. Mohammad	203 Lakeridge Drive Panama City, Florida 32405
b.)	James T. Holley, Jr.	1012 Kimberly Lane Lynn Haven, Florida 32444

9. Subscriber. The name and street address of the subscriber to the Certificate of this Incorporation is Hajjat A. Mohammad, 203 Lakeridge Drive, Panama City, Florida 32405.

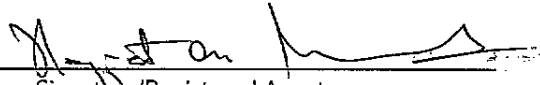
10. Officers. The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other offices or agents as may be deemed necessary. All Officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the Bay-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

11. Regulation of Internal Affairs. The provisions for the regulation of internal affairs of the Corporation are governed by duly adopted Bay-Laws.

12. Incorporator. The name and address of the Incorporator is: Hajjat A. Mohammad, 203 Lakeridge Drive, Panama City, Florida 32401.

Page Three

Having been named as registered agent to accept service of process for the above stated corporation at place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 12/6/01
Signature/Registered Agent Date

 12/6/01
Signature/Incorporator Date

FILED
01 DEC -7 PM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA