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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

b-nb air conditioning, inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

B-n-B AIR CONDITIONING, INC.

ARTICLE I. NAME: The name of this corporation is B-n-B AIR CONDITIONING, INC., a Florida Corporation.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business to transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of One dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE: This corporation shall exist perpetually.

ARTICLE V. ADDRESS: The initial post office address of the principal office of this corporation is 6375 High Ridge Road, Lantana, FL 33462.

ARTICLE VI. SUBSCRIBERS: The names and addresses of the subscribers are as follows:

NAME

ADDRESS

BRYAN L. KELLER

6375 High Ridge Road,
Lantana, FL 33462
290 Akron Rd.
Lake Worth, FL 33467

WILLIAM A. McCONNELL

Prepared by J. Steven Reynolds, Esq.

P.O. Box 15782

W. Palm Beach, FL 33416

(561) 684-0000

FBN 354856

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The number of shares of stock each agrees to take and the value of the consideration is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
BRYAN L. KELLER	50	\$50.00
WILLIAM A. McCONNELL	50	\$50.00

ARTICLE VII. DIRECTORS:

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have TWO directors 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).

Section 2. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BRYAN L. KELLER	6375 High Ridge Road, Lantana, FL 33462
WILLIAM A. McCONNELL	290 Akron Rd. Lake Worth, FL 33467

ARTICLE VIII. OFFICERS:

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	WILLIAM A. McCONNELL
Treasurer	BRYAN L. KELLER
Secretary	BRYAN L. KELLER

Section 3. The officers shall be elected at the annual meeting of the Board of Directors as provided by the by-laws.

ARTICLE IX. BY-LAWS:

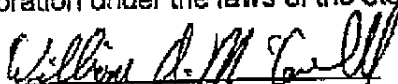
The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS:

Section 1. The Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by One hundred percent (100%) vote of those persons entitled to vote.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws, of intention to submit such amendments.

IN WITNESS WHEREOF, We, the undersigned incorporators, have hereunto set our hands and seals this 8TH day of January, 2002, for the purpose of forming this corporation under the laws of the State of Florida.


WILLIAM A. McCONNELL


BRYAN L. KELLER

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM A. McCONNELL and BRYAN L. KELLER, who are personally known to me OR who produced _____ as identification and who did not take an oath, who are the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles.

WITNESS my hand and official seal in the County and State last aforesaid this 8TH day of January, 2002.



Notary Public
Commission No.

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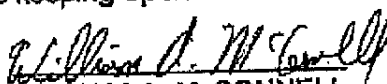
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That B-n-B AIR CONDITIONING, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Lantana, Palm Beach County, Florida, has named WILLIAM A. McCONNELL at 290 Akron Rd., Lake Worth, FL 33467, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the duties of Registered Agent and accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. .


WILLIAM A. McCONNELL

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