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Gale Silberman
Attorney at Law

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Prestige Place I
2600 McCormick Drive
Suite 230
Clearwater, Florida 33759

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone 904 799-6251
FAX (904) 796-0545

February 14, 2002

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

Re: Articles of Incorporation for AERPRO Air Cleaning Solutions, Inc.

Dear Sir or Ms.:

Enclosed for filing with your office are an original and one (1) copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent for the above-referenced corporation, along with a check in the amount of \$78.75 to cover the fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,


GALE SILBERMANN

GS/ns
Enclosures
cc: Mr. Terry Werner

**ARTICLES OF INCORPORATION
OF
AERPRO AIR CLEANING SOLUTIONS, INC.**

FILED
02 FEB 18 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME: The name of this Corporation is:

AERPRO Air Cleaning Solutions, Inc.

ARTICLE 2 - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation is:

2112 Sunnydale Blvd., Unit C
Clearwater, FL 33765

P.O. Box 3371
Clearwater, FL 33767-8371

ARTICLE 3 - DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 4 - PURPOSE: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 5 - CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE 6 - PRE-EMPTIVE RIGHTS: The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during

such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:

A. Registered Office: The address of the initial registered office of this Corporation is:

Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, Florida 33579

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is:

Gale Silberman, Esquire

ARTICLE 8 - INITIAL BOARD OF DIRECTORS: This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of each initial director of this corporation is:

Terry A. Werner
P.O. Box 3371
Clearwater, FL 33767-8371

Karen L. Werner
P.O. Box 3371
Clearwater, FL 33767-8371


ARTICLE 9 - INCORPORATOR: The name and post office address of the sole incorporator is:

Gale Silberman, Esquire
Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, Florida 33759

ARTICLE 10-INDEMNIFICATION. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

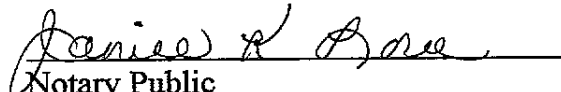
ARTICLE 11 - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of February, 2002


Gale Silberman, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of February, 2002, by GALE SILBERMANN, who is personally known to me.


Notary Public
My Commission Expires:



Janice K. Love
MY COMMISSION # CC946659 EXPIRES
September 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of registered agent and to accept service of process for the above stated Florida corporation, at the place designated in the articles of incorporation. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

2/14/02
Date


GALE SILBERMANN