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September 9, 2002

Department Of State
Division Of Corporation
Attention: Amendment Division
The Capitol
409 East Gaines Street
Tallahassee, Florida 32399

500007596095--9
-09/12/02-01057-004
*****35.00 *****35.00

Amend

re: Elite Air Conditioning & Heating Of Central Florida, Inc.

Dear Reader:

Enclosed for filing is the original of the **Articles Of Amendments** and a copy of the executed Special Action By Consent. Also enclosed is a check in the amount of **\$35.00** representing payment of the filing fee. Please file the original Articles Of Amendment changing the officers and directors of **Elite Air Conditioning & Heating Of Central Florida, Inc.** and return a filing receipt to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,



Kathy Ann Dickey
Legal Secretary to
Blair M. Johnson, Esquire

02 SEP 12 AM 8:38
SECOND FLORIDA STATE
TALLAHASSEE, FLORIDA

FILED

kad
Enclosures

Re: 9/19/02

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.

02 SEP 12 AM 8:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department Of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the
undersigned corporation adopts the following Articles Of Amendment to its Articles
Of Incorporation:

1. The name of the corporation is **ELITE AIR CONDITIONING & HEATING OF
CENTRAL FLORIDA, INC.**
2. The following Amendment To The Articles Of Incorporation was adopted
by the Stockholders and Directors of the Corporation on August 29, 2002, in the
manner prescribed by the Florida General Corporation Act: The Officers and Directors
of the Corporation shall be changed as follows:

President/Director	KARL KIRKPATRICK
Vice President/Director	THEODORE FRANKLIN VONDERHEYDE
Secretary/Director	KARL KIRKPATRICK
Treasurer/Director	KARL KIRKPATRICK

The Registered Agent of the Corporation shall be changed as follows:

KARL KIRKPATRICK
6316 Autumn Chase Lane
Orlando, Florida 32808

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



KARL KIRKPATRICK

3. The number of shares of the Corporation has issued and outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common	500

5. The number of shares voted for such amendment was 500; and the number of shares voted against such amendment was 0.

Dated: August 29, 2002.

ELITE AIR CONDITIONING & HEATING
OF CENTRAL FLORIDA, INC.

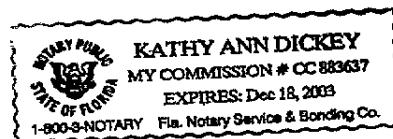
BY: 
KARL KIRKPATRICK - President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared KARL KIRKPATRICK, who is personally known to me and to me known to be the person described as President

of **ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.** and who
executed the foregoing Amendment Articles Of Amendment To The Articles Of
Incorporation Of **ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.**
and acknowledged before me that he subscribed to these Articles on August 29,
2002.

Kathy Ann Dickey
Notary Public
My commission expires:



COPY

SHAREHOLDERS AND BOARD OF DIRECTORS ACTION BY CONSENT
IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS
AND SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.

The undersigned, being all of the Shareholders and all of the members of the Board Of Directors of **ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.**, hereby consent to and take the following action in lieu of a special meeting of Shareholders and special meeting of the Directors of the Corporation and instruct the Secretary of the Corporation to enter this Certificate in the minutes of the proceedings of the Corporation.

1. The Shareholders and Directors hereby waive all notice of the special meeting as required by the By-Laws and Florida Law.

2. The Board Of Directors pursuant to Florida Statute 607 has furnished the Shareholders with the proposed related and Articles Of Amendment Of Articles Of Incorporation. A copy of which is attached hereto as Exhibit "A".

3. The Board Of Directors hereby appoint the following new officers of **ELITE AIR CONDITIONING & HEATING OF CENTRAL FLORIDA, INC.:**

President	KARL KIRKPATRICK
Vice President	THEODORE FRANKLIN VONDERHEYDE
Secretary	KARL KIRKPATRICK
Treasurer	KARL KIRKPATRICK

4. The Board Of Directors and Shareholders hereby appoint the following new Board Of Directors of **ELITE AIR CONDITIONING & HEATING OF CENTRAL, FLORIDA INC.:**

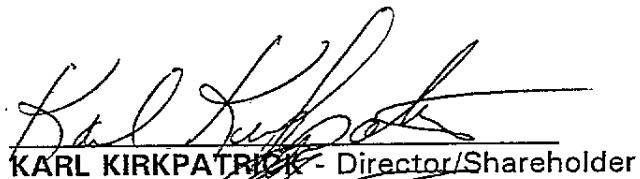
KARL KIRKPATRICK
THEODORE FRANKLIN VONDERHEYDE

5. The Board Of Directors and Shareholders hereby approve the **RESIGNATION** of **LYNN MILLIS** as President, Registered Agent and Director of said Corporation.

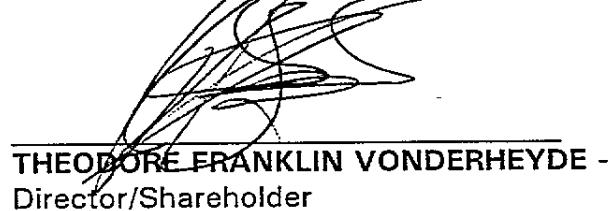
Execution of this Certificate by the undersigned, being all of the Shareholders and all of the members of the Board Of Directors, pursuant to Section 607.0704 and Section 607.0821 of the Florida Statutes and the subsequent insertion of this Certificate in the minute book of the Corporation, prior to the taking of the action

authorized by this Corporation, waives any requirements of a formal meeting of the Shareholders or Board Of Directors to conduct the business referred to herein.

Dated this 29th day of August, 2002.



KARL KIRKPATRICK - Director/Shareholder



THEODORE FRANKLIN VONDERHEYDE -
Director/Shareholder