

WAYNE L RIPPEL

P02000005 3322

May 7, 2002

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

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-05/10/02--01058--009
*****87.50 *****87.50

SUBJECT: INCORPORATION OF WAYNE AIR CONDITIONING INC.

To Whom It May Concern:

Enclosed are an original and two (2) copies of the articles of incorporation of
WAYNE AIR CONDITIONING INC. and a check in the sum of \$87.50 for the filing fee,
and a Certified Copy & Certificate of Status.

FROM: WAYNE L. RIPPEL
9453 EL CLAIR RANCH RD.
BOYNTON BEACH, FL 33437

Daytime telephone: (561)369-8231

FILED
02 MAY 10 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/14/02

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FILED
02 MAY 10 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-OF-

WAYNE AIR CONDITIONING, INC

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Professional Corporation Act, pursuant to Chapter 607 and/or 621 Florida Statutes (F.S.) does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **WAYNE AIR CONDITIONING, INC.**

The principal office of the corporation is located at:

9453 El Clair Ranch Rd.
Boynton Beach, FL 33437

ARTICLE II

NATURE OF BUSINESS

The purpose for which this corporation is organized are:

- A. To engage in the repair and installation of air conditioning and refrigeration equipment.
- B. To engage in or transact any and all lawful activities or business permitted under the laws of the Florida Professional Corporation Act.
- C. To do such other things as are incidental to the foregoing, necessary or desirable in order to accomplish the foregoing.

ARTICLE III

REGISTERED AGENT

The name of the initial registered agent is:

Wayne L. Rippel

The address of the initial registered agent is:

9453 El Clair Ranch Rd.
Boynton Beach, FL 33437

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of their being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII
CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors multiplied by the number of his/her shares equal, or distribute them on the same principal among as many candidates as he/she shall see fit.

ARTICLE VIII
CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the shares of the corporation shall be required to amend these Articles of Incorporation, or to merge or consolidate the corporation with or into any other corporation, or to sell, lease, or convey all or substantially all of the assets of the corporation, or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE IX
INITIAL OFFICERS/DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

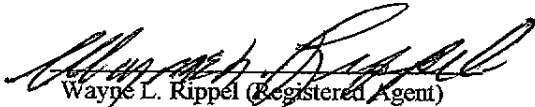
Wayne Rippel	9453 El Clair Ranch Rd. Boynton Beach, FL 33437	President/Director
Judy Rippel	9453 El Clair Ranch Rd. Boynton Beach, FL 33437	Director

ARTICLE X
INCORPORATOR

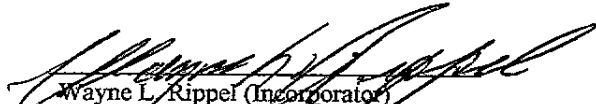
The name and address of the incorporator of the corporation is:

Wayne Rippel	9453 El Clair Ranch Rd. Boynton Beach, FL 33437
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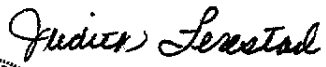

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Wayne L. Rippel (Registered Agent)

5-8-02
Date


Wayne L. Rippel (Incorporator)

5-8-02
Date



JUDITH FERESTAD
My Commission DD058944
Expires September 29, 2005
May 8-2002

FILED
02 MAY 10 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA