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May 9, 2002

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

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-05/10/02--01058--005
*****87.50 *****87.50

RE: BRIAN'S HEATING & COOLING, INCORPORATED

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named for profit corporation. The resident agent designation is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate.

I have enclosed a check made payable to the Secretary of State in the amount of \$87.50 to cover the filing fee, the certified copy fee, and the certificate fee. Thank you for your cooperation in this matter.

If you have any questions concerning this matter, please do not hesitate to call.

Yours truly,

Russell S. Roberts

Russell S. Roberts

RSR/mb

Enclosures: As stated above

FILED
02 MAY 10 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/14/02

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ARTICLES OF INCORPORATION
OF
BRIAN'S HEATING & COOLING, INCORPORATED

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is BRIAN'S HEATING & COOLING, INCORPORATED.

ARTICLE II

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 2471 Hawkin Street, Westville, Florida 32464.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2471 Hawkin Street, Westville, Florida 32464. The initial registered agent for the Corporation at that address is Brian Carpenter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Brian Carpenter
2471 Hawkin Street
Westville, Florida 32464

ARTICLE VII

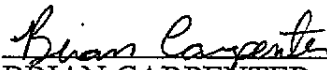
The name and street address of the person signing these articles of incorporation are:

Brian Carpenter
2471 Hawkin Street
Westville, Florida 32464

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 9th day of May, 2002.


BRIAN CARPENTER
INCORPORATOR

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, BRIAN CARPENTER, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of May,
2002.

FL DL# C61507378 1000

Melanie B Baggett

MELANIE B. BAGGETT

NOTARY PUBLIC

My commission expires:



Melanie B Baggett
My Commission CC962939
Expires October 6, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: BRIAN CARPENTER
ADDRESS: 2471 HAWKIN STREET
WESTVILLE, FLORIDA 32464

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BRIAN'S HEATING & COOLING, INCORPORATED at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).

Dated this 9th day of May, 2002.

Brian Carpenter
BRIAN CARPENTER