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EFFECTIVE DATE
8-1-02

Of Counsel

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Air Processing Services of Florida, Inc. - Articles of Incorporation

Dear Madam/Sir:

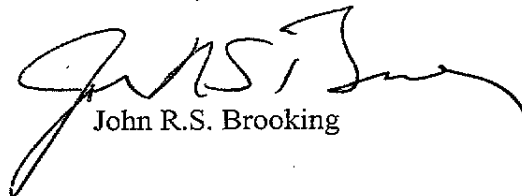
Enclosed for filing with your office please find an original and one copy of the Articles of Incorporation for *Air Processing Services of Florida, Inc.*, along with a check in the amount of Seventy Dollars (\$70.00) to cover the filing fee and the designation of registered agent.

Upon your acceptance of same, please return a stamped copy to my office at the following address:

John R.S. Brooking
Brooking, Brooking & Kendrick, PLLC
7300 Turfway Road, Suite 430
Florence, KY 41042

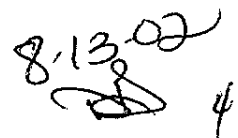
For further information concerning this matter, please contact me at (859) 282-3900.

Sincerely,


John R.S. Brooking

JRSB/vse
Enclosures
cc: Mr. Joseph A. Altherr

FILED
02 AUG -8 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.13.02


EFFECTIVE DATE

8-1-02

FILED

02 AUG -8 AM 8: 08

ARTICLES OF INCORPORATION
OF
AIR PROCESSING SERVICES OF FLORIDA, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be AIR PROCESSING SERVICES OF FLORIDA, INC. The principal business address of the corporation is 4100 North Powerline Road, Suite Y-1, Pompano Beach, Florida 33073.

ARTICLE II. DURATION.

The corporation shall commence effective August 1, 2002 and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Five Hundred (500) shares of common stock, with no par value.

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

ADDRESS

Joseph A. Altherr, Jr.

4100 North Powerline Road, Suite Y-1
Pompano Beach, Florida 33073

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Joseph A. Altherr, Jr.

4100 North Powerline Road, Suite Y-1
Pompano Beach, FL 33073

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board or Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATOR.

The name and the address of the person signing these Articles of Incorporation is as follows:

Joseph A. Altherr, Jr.

4100 North Powerline Road, Suite Y-1
Pompano Beach, FL 33073

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 26th day of July, 2002.


JOSEPH A. ALTHERR, JR.

FILED

02 AUG -8 AM 8: 08

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understanding my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Date: July 26, 2002.


JOSEPH A. ALTHERR, JR.