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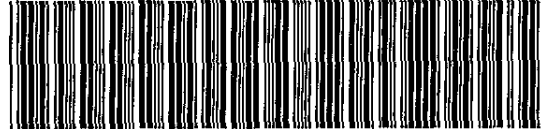
(Business Entity Name)

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LAW OFFICES  
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\* Board Certified -- Business Litigation

October 25, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: **ANDY'S AIR CONDITIONING & HEATING SERVICES, INC.**

Dear Sir or Madam:

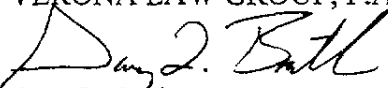
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$	35.00
Registered Agent		35.00
Certified Copy		8.75
TOTAL	\$	78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely yours,  
VERONA LAW GROUP, P.A.

  
Gary L. Butler  
Encl.

**ARTICLES OF INCORPORATION**  
**FOR ANDY'S AIR CONDITIONING & HEATING SERVICES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **ANDY'S AIR CONDITIONING & HEATING SERVICES, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$0.01 par value.

5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

**6979 Aberfeldy Ave.  
St. Petersburg, FL 33709**

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

**Andrew H. Cooley  
6979 Aberfeldy Ave., St. Petersburg, FL 33709**

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

<b>Andrew H. Cooley</b>	<b>6979 Aberfeldy Ave. St. Petersburg, FL 33709</b>
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8. **INCORPORATORS:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

<b>Andrew H. Cooley</b>	<b>6979 Aberfeldy Ave. St. Petersburg, FL 33709</b>
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9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.

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

11. **INFORMAL ACTION OF DIRECTORS:** If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

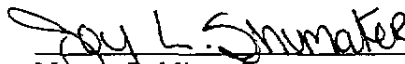
12. **AMENDMENT OF ARTICLES:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**IN WITNESS WHEREOF,** the undersigned Incorporator has executed these Articles of Incorporation this 24 day of September, 2002.

  
ANDREW H. COOLEY, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of September, 2002 by **ANDREW H. COOLEY**, who is personally known to me or who have produced \_\_\_\_\_ (type of identification) as identification, and did not take an oath.

  
Notary Public - signature  
Joy L. Shumaker  
Notary's name - type or print  
DD021975  
Commission/Serial Number

My Commission Expires:




Joy L. Shumaker  
My Commission DD021975  
Expires January 15, 2005

**CONSENT OF REGISTERED AGENT**

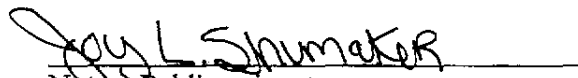
HAVING BEEN NAMED as Registered Agent for **ANDY'S AIR CONDITIONING & HEATING SERVICES, INC.** at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

  
ANDREW H. COOLEY

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2002 by **ANDREW H. COOLEY**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification, and did (did not) take an oath.

  
Notary Public - signature  
Joy L. Shumaker  
Notary's name - type or print  
DD021975  
Commission/Serial Number

My Commission Expires:



Joy L. Shumaker  
My Commission DD021975  
Expires January 15, 2005

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