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INDEPENDENT AIR DISTRIBUTORS, INC.

3790 Hartsfield Road
Tallahassee, Florida 32303
(850) 504-9080
(850) 504-9271 Fax

May 15, 2003

Glenda E. Hood
Secretary of State
Florida Department of State
R.A. Gray Building
500 S. Bronough Street
Tallahassee, FL 32399-0250

Re: Independent Air Distributors of Panama City, Inc.

Dear Ms. Hood:

Enclosed please find an original and one copy of the Articles of Incorporation of Independent Air Distributors of Panama City, Inc. Please file the original of the articles in your office and certify and return the conformed copy. I am also requesting a certificate of status be provided. Our check in the amount of \$87.50 covering (1) the filing fee; (2) certificate of status; and (3) and certified copy of the articles is also enclosed.

Thank you.

Sincerely,

Donna Godwin
Secretary

Encls.

ARTICLES OF INCORPORATION
OF
INDEPENDENT AIR DISTRIBUTORS OF PANAMA CITY, INC.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby present these articles of incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Independent Air Distributors of Panama City, Inc.

ARTICLE II. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation is 2615 Canal Avenue, Panama City, Florida 32405.

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares. Such shares shall be of a single class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock shall be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in 26 U.S.C.A. Section 1361 (c)(2) (or its successor section). In addition, no stock shall be issued to a non-resident alien. All shares of stock shall have a par value of Five Dollars (\$5.00) per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Lannis Lawrence Godwin, Jr. The address of the initial registered office and registered agent of this corporation is 2615 Canal Avenue, Panama City, Florida 32405.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Lannis Lawrence Godwin, Jr., 3178 Jamey Road, Tallahassee, Florida 32303
Lannis Lawrence Godwin, Sr., 1010 Talquin Avenue, Quincy, Florida 32351
Janice Godwin, 1010 Talquin Avenue, Quincy Florida 32351
Donna W. Godwin, 3178 Jamey Road, Tallahassee, Florida 32303

ARTICLE VIII. OFFICERS

The names and offices held by the initial officers of this corporation are:

Lannis Lawrence Godwin, Jr. – President
Lannis Lawrence Godwin, Sr. – Vice-President
Janice Godwin – Treasurer
Donna W. Godwin – Secretary

ARTICLE IX. INCORPORATORS

The name and address of the incorporator of this corporation is Lannis Lawrence Godwin, Jr., 3178 Jamey Road, Tallahassee, Florida 32303.

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of May, 2003.


LANNIS LAWRENCE GODWIN, JR., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida. The name of the corporation is Independent Air Distributors of Panama City, Inc.

1. The name of the corporation is Independent Air Distributors of Panama City, Inc.
2. The name and address of the registered agent is Lannis Lawrence Godwin, Jr., 3178 Jamey Road, Tallahassee, Florida 32303 and the registered office of the corporation is 2615 Canal Avenue, Panama City, Florida 32405.
3. The registered agent is Lannis Lawrence Godwin, Jr.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE

APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

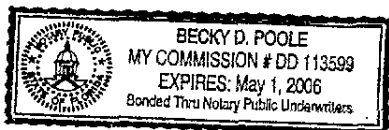

LANNIS LAWRENCE GODWIN, JR.

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Florida, County of Leon, to take acknowledgments, personally appeared LANNIS LAWRENCE GODWIN, JR., the person described as the incorporator of INDEPENDENT AIR DISTRIBUTORS OF PANAMA CITY, INC., and he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Leon County, Florida this 16 day of May, 2003.




Notary Public

Produced FDL# G350-532-63-127-0
as identification

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