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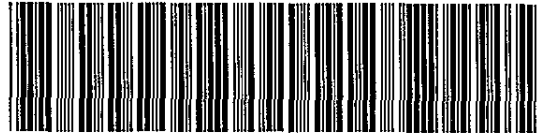
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12/03

CHAD A. WALTERS, P.A.
ATTORNEY AT LAW

Chad A. Walters, Esq.

chadawalterspa@cs.com

November 4, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Corporate filing

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for **BRUCE ROGERS' AIR CONDITIONING & HEATING, INC.**, to be filed with the Secretary of State, Division of Corporations. I have enclosed the filing fee in the amount of \$78.75. Should you have any questions, please do not hesitate to give me a call.

Very truly yours,


Chad A. Walters

CAW/hr
Enclosures

**ARTICLES OF INCORPORATION
OF
BRUCE ROGERS' AIR CONDITIONING & HEATING, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be **BRUCE ROGERS' AIR CONDITIONING & HEATING, INC.** The address of the Corporation shall be 1695 Glen Ethel Lane, Longwood, Fl 32779.

**ARTICLE II
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV
INCORPORATORS**

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

NAME

ADDRESS

Bruce W. Rogers

1695 Glen Ethel Lane
Longwood, FL 32779

**ARTICLE V
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI
REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the registered office of this Corporation is 1695 Glen Ethel Lane, Longwood, FL 32779. The name of the initial Registered Agent and Resident Agent of this Corporation is Bruce W. Rogers.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have (2) directors. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two (2). The name and address of the directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Bruce W. Rogers | 1695 Glen Ethel Lane Longwood, FL 32779 |
| Barbara W. Rogers | 1695 Glen Ethel Lane Longwood, FL 32779 |

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| Bruce W. Rogers President, Vice-President and Treasurer | 1695 Glen Ethel Lane Longwood, FL 32779 |
| Barbara W. Rogers Secretary | 1695 Glen Ethel Lane Longwood, FL 32779 |

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to affect its purpose.

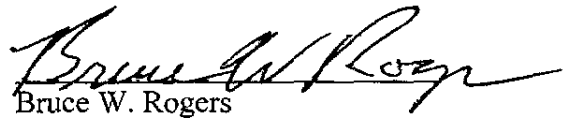
**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

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 subscriber has executed these Articles of Incorporation this 4 day of Nov, 2003, being the incorporator, this date and undersigned adopts these Articles of Incorporation.


Bruce W. Rogers

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bruce W. Rogers, who is personally known to me or who has produced _____ as identification, and acknowledged execution of the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

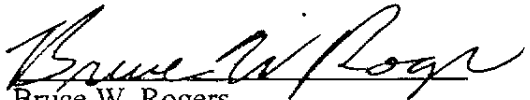
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 4th day of Nov., 2003.


Notary Public State of Florida

HEATHER ROTH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD156007
EXPIRES 10/8/2006
BONDED THRU 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT


I **HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.


Bruce W. Rogers

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bruce W. Rogers, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 4th day of Nov., 2003.


Notary Public State of Florida

HEATHER ROTH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD156007
EXPIRES 10/8/2006
BONDED THRU 1-665-NOTARY1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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