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C. MICHAEL MAGRUDER, P.A.  ATTORNEY AT LAW  203 S. Clyde Ave.  Kissimmee, Florida 34741			
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#### ARTICLES OF INCORPORATION

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#### ST. CLOUD AIR CONDITIONING, INC.

SECRETARI OF STATE TALLAHASSEE, FLORIDA

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

## ARTICLE I Corporate Name

The name of the corporation is ST. CLOUD AIR CONDITIONING, INC.

#### ARTICLE II Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III Purpose

This corporation is organized for the purpose of the building, repairing, customizing, servicing and repairing of any air conditioning devices for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

## ARTICLE V Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is:

1421 4th Street St. Cloud, FL 34769

The name and street address of the initial registered agent of this corporation is:

C. Michael Magruder, Esq. 203 S. Clyde Ave. Kissimmee, FL 34741

#### ARTICLE VI: Initial Board of Directors

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than one. The

'name and address of the initial director is as follows:

Kim Yates 1421 4<sup>th</sup> Street St. Cloud, FL 34769

## ARTICLE VII Incorporators

The name and addresses of the incorporator signing these Articles of Incorporation is as follows:

C. Michael Magruder, Esq. 203 S. Clyde Ave. Kissimmee, FL 34741

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this & day of \_\_\_\_\_\_\_\_, 2004.

C. Michael Magruder, Esq.

STATE OF FLORIDA COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this day of 2004, by C. MICHAEL MAGRUDER, ESQ., who is personally known to me of who has produced as identification and who did/did not take an oath.

C

Crystal Gross
Commission #DD183039
Expires: Mar 18, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA AT LARGE

#### CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of C. Michael Magruder, pursuant to Florida Statutes, sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 203 S. Clyde Ave., Kissimmee, FL 34741, has named C. Michael Magruder, Esq., located at the aforesaid address as its registered agent to accept service of process within this state. Under that acknowledgment having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.

C. Michael Magruder