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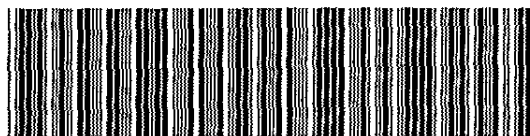
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04 MAY 20 PM 4:48

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5/21/04

PETER A. PEAK

ATTORNEY AT LAW

General Practice
Civil Litigation
Family Law

2002 Manatee Avenue West
Bradenton, Florida 34205
Telephone: (941) 742-6671
Facsimile: (941) 741-4906

May 17, 2004

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

Re: Custom Climate Concepts, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for Custom Climate Concepts, Inc. to be submitted for filing along with my office account check in the amount of \$122.50 to cover the cost of said filing.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to my office at the address listed above.

Please advise if additional information is needed.

Sincerely,

A handwritten signature in black ink, appearing to read 'Peter A. Peak', written over a horizontal line.

Peter A. Peak

PAP:bg
Encl.
cc: Rodney Rupert and Larry Busbee

FILED

04 MAY 20 PM 4:48

ARTICLES OF INCORPORATION

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is **CUSTOM CLIMATE CONCEPTS, 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. **STOCK**: The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.
5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:

1908 8th Avenue West
Palmetto, Florida 34221

6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:

Rodney A. Rupert
1908 8th Avenue West
Palmetto, Florida 34221

7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have two (2) 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:

NAME

ADDRESS

Rodney A. Rupert

1908 8th Avenue West
Palmetto, Florida 34221

Larry T. Busbee

1501 12th Street Drive West
Palmetto, Florida 34221

8. **INCORPORATORS:** The names and addresses of the incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Rodney A. Rupert

1908 8th Avenue West
Palmetto, Florida 34221

Larry T. Busbee

1501 12th Street Drive West
Palmetto, Florida 34221

9. **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.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17 day of May, 2004.



RODNEY A. RUPERT, Incorporator



LARRY T. BUSBEE, Incorporator

ED

04 MAY 20 PM 4:48

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



RODNEY A. RUPERT, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared RODNEY A. RUPERT, personally known to me or who has produced Florida Driver's License #: C-163-721-76063-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17 day of May, 2004.

MY COMMISSION EXPIRES:



Bonnie B. Grote

Signed Name of Notary Public
Bonnie B. Grote

Typed Name of Notary Public
Commission No.: _____

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared LARRY T. BUSBEE, personally known to me or who has produced Florida Driver's License #: B210-538-77-268-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 10 day of May, 2004.

MY COMMISSION EXPIRES:



JANET C. HOLLINS
MY COMMISSION # DD 170836
EXPIRES: January 22, 2007
Bonded Thru Budget Notary Services

Janet C. Hollins

Signed Name of Notary Public
JANET C. HOLLINS

Typed Name of Notary Public