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A. C. Elliott & Associates, Inc.

Accounting – Income Taxes – Payroll - Notary
3810 S. State Road 7 (441), Rino's Plaza, Suite B, Miramar, Fl. 33023
Phone: B: 954-893-0401 – D: 305-323-1982

August 16, 2004

Division of Corporations
409 E. Gaines Street
Tallahassee, Fl 32399

RE: Wayne Gordon, Inc.

The enclosed Articles of Incorporation are being submitted for filing. Our check number 2423 in the amount of $87.75 payable to Florida Department of State is enclosed.

Please return all correspondence concerning this matter to the following:

AnnMarie Elliott
A.C. Elliott & Associates
P. O. Box 245872
Pembroke Pines, Fl 33024

If you need any further information please contact me at 954-893-0401.

Sincerely,

AElliott
AnnMarie Elliott
President.

ARTICLES OF INCORPORATION

OF

WAYNE GORDON, INC.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is -:

WAYNE GORDON, INC.

ARTICLE 2 - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of this State, these activities may include, but are not in anyway limited to the operation of the following -:

To engage in the business of appliances and air condition installation, service and repairs.

To buy, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the State of Florida and the United States, the District of Columbia and any foreign country.

To conduct all types of business and to have one or more offices and to hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or businesses as principal or agent, with powers to get contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in, traffic as, owner or agent in real estate, personal or mixed property, and any interest or estates of any and all nature whatsoever and to be an investor in real, mixed and or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, to be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for payment of same.

To act as agent, broker, or attorney in fact for any person, firm, or corporation buying, selling, dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of sandy person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stock or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other interest therein and there under.

To borrow and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both and to enter into any other arrangement for profit sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein name, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **ONE HUNDRED (100) SHARES** of common stock, each share having a par value of **TEN ($10.00) DOLLAR.**

ARTICLE 4 - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is **ONE THOUSAND (1000.00) DOLLARS.**

ARTICLE 5 - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE 6 - INITIAL ADDRESS AND AGENT

The street address of the initial registered and principal office of this corporation is -:

2013 SW 149th Avenue, Miramar, Fl 33027

and the initial registered and principal agent at that address is -:

Wayne L. Gordon

ARTICLE 7 - DIRECTORS

This corporation shall have **ONE (1)** director initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than **ONE (1).** The name and address of the initial directors are as follows -:

Wayne L. Gordon 2013 SW 149th Avenue, Miramar, Fl 33027

ARTICLE 8 - SUBSCRIBERS AND OFFICERS

The name and street address of the initial subscriber and officer of this corporation and the number of shares of the **TEN ($10.00) DOLLAR** par value common stock of this corporation, which he agreed to take, is as follows -:

Wayne L. Gordon 100% **2013 SW 149th Avenue, Miramar, Fl 33027**

ARTICLE 9 - INCORPORATORS

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

Wayne L. Gordon 2013 SW 149th Avenue, Miramar, Fl 33027
President/Secretary/Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Article of Incorporation under the laws of the State of Florida, this 16th day of August, 2004.

SIGNATURE: [signature]
Wayne L. Gordon
President

STATE OF FLORIDA }
} **SS**
COUNTY OF BROWARD }

Wayne L. Gordon, President, Secretary, Treasurer of, Wayne Gordon,Inc., a Florida Corporation, acknowledged the foregoing instrument before me on this 16th day of August, 2004, on behalf of the corporation. He provided valid Florida Drivers License as proof of identification.

Annmarie Elliott
AnnMarie Elliott
Notary Public

SEAL: Annmarie Elliott
Commission # DD100388
Expires March 22, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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/agent, in the State of Florida.

WAYNE GORDON, INC.,

The name and address of the registered agent and office is -:

NAME: **Wayne L. Gordon**

ADDRESS: **2013 SW 149th Avenue, Miramar, Florida 33027**

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-mentioned corporation at 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 provision 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.**

Wayne L. Gordon
REGISTERED AGENT