

PO4000144180

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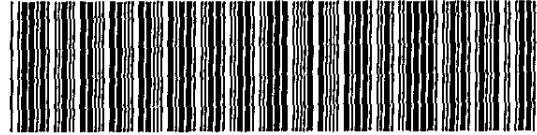
(Business Entity Name)

(Document Number)

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09/17/04--01033--003 **78.75

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04 OCT 20 AM 9:17

GEORGE B. LUTHER
TALLAHASSEE FL 32301

W04-39808

TH 10/20/04

B. Thomas Faherty
4124 Alpine Drive
Gainesville, Florida 32605
386-462-5653

September 15, 2004
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are two copies of Articles of Incorporation for J & M Heating & Cooling, Inc., a check for the \$70 filing fee, and \$8.75 for a certified copy of the articles.

Please return one copy stamped with the filing date to the above address.

Please call if you have any questions.

Thank you for your help.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Thomas Faherty", with a stylized flourish at the end.

B. Thomas Faherty

B. THOMAS FAHERTY

4124 Alpine Drive
Gainesville, FL 32605
Phone: (386) 462-5653

OCTOBER, 15
~~September 20, 2004~~

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam,

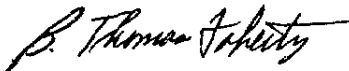
Enclosed are two copies of Articles of Incorporation for Alachua Heating & Cooling, Inc., a check for the \$70 filing fee, and \$8.75 for a certified copy of the articles that were previously sent, reference letter #704A00055359.

Please return one copy stamped with the filing date to the above address.

Please call if you have any questions.

Thank you for your help.

Sincerely,



B. Thomas Faherty

RECEIVED

04 OCT 20 AM 9:00

CLERK OF COURT
JUDICIAL DEPARTMENT
TALLAHASSEE, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 20, 2004

B THOMAS FAHERTY
4124 ALPINE DR
GAINESVILLE, FL 32605

SUBJECT: J & M HEATING & COOLING INC.
Ref. Number: W04000034808

RECEIVED
04 OCT 20 AM 9:00
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for J & M HEATING & COOLING INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 704A00055359

FILED

04 OCT 20 AM 9:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
ALACHUA HEATING & COOLING INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is ALACHUA HEATING & COOLING INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

25316 SW 19TH AVENUE
NEWBERRY, FL 32669

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

HARRY J. ANDERSON
ALACHUA HEATING & COOLING INC.
25316 SW 19TH AVENUE
ALACHUA County
NEWBERRY, FL 32669

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

HARRY J. ANDERSON
25316 SW 19TH AVENUE
NEWBERRY, FL 32669

MARTIN A RODGERS
8322 SW 98TH AVENUE
GAINESVILLE, FL 32608

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

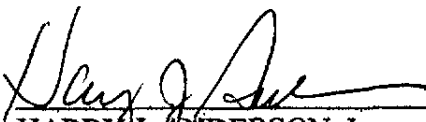
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



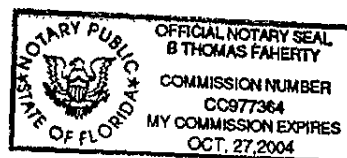
HARRY J. ANDERSON, Incorporator
25316 SW 19TH AVENUE
NEWBERRY, FL 32669

Martin A. Rodgers
MARTIN A RODGERS, Incorporator
8322 SW 98TH AVENUE
GAINESVILLE, FL 32608

State of Florida, County of Alachua, ss:

Subscribed and sworn to (or affirmed) before me this 15 day of OCTOBER,
2004.

B. Thomas Faherty
Notary Public



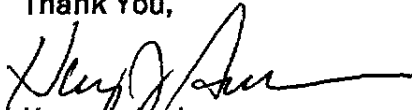
September 20, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: Alachua Heating & Cooling, Inc.

I, Harry J. Anderson, am hereby familiar with and accept the duties and responsibilities as a Registered Agent.

Thank You,


Harry J. Anderson