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2004 OCT 28 P 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT CORPORATION OR P.A.

hayes robertson properties, inc.

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ARTICLES OF INCORPORATION
OF
HAYES ROBERTSON PROPERTIES, INC.

ARTICLE I.
NAME

The name of the Corporation is HAYES ROBERTSON PROPERTIES, INC.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of the Corporation (or the mailing address) will be: 509 1/2 Duval Street, Key West, FL. 33040

ARTICLE III.
DURATION

The corporation shall exist in perpetuity.

ARTICLE IV.
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business, including refrigeration and air conditioning design and installation and consulting services.

ARTICLE V.
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI.
RIGHT OF SHARES OF CAPITAL STOCK

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 shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders shall not have pre-emptive rights.

ARTICLE VII.
REGISTERED AGENT

The name and address of the initial registered agent are:

Gerald V. Walsh
9500 N.W. 37 CL.
Coral Springs, FL. 33065

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ARTICLE VIII.
INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE IX.
INITIAL DIRECTORS AND OFFICERS

The name and address of the Members of the First Board of Directors who shall hold office until successors are elected and qualified are as follows:

PRESIDENT and DIRECTOR:
Karen W. Dement
909 16th Terrace
Key West, FL. 33040

Secretary, Treasurer and Director
Joseph H. Walsh
909 16th Terrace
Key West, FL. 33040

ARTICLE X.
INCORPORATION

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Gerald V. Walsh
9500 N.W. 37 Cl.
Coral Springs, FL. 33065

ARTICLE XI.
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE XII.
INDEMNIFICATION

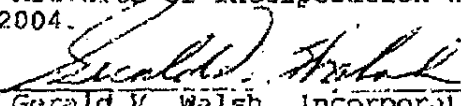
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

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ARTICLE XIII.
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the day of filing.

The undersigned has executed these Articles of Incorporation this 26th day of OCTOBER, 2004.


Gerald V. Walsh, Incorporator

CERTIFICATE OF DESIGNATION

**REGISTERED AGENT/REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provision of Section 701.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

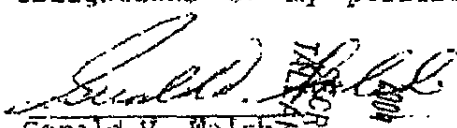
The name of the Corporation is HAYES ROBERTSON PROPERTIES, INC.

The name of the Registered Agent and Office are:

Gerald V. Walsh
9500 N.W. 37 Ct.
Coral Springs, Fl. 33065

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity.

I further agree to comply with the provisions 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.


Gerald V. Walsh
Registered Agent

Date: Oct 26

FILED
2004 OCT 28 P 1:00
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

This instrument prepared by:
Gerald V. Walsh Esq.
9500 N. W. 37 Ct.
Coral Springs, Fl. 33065
Fl. Bar No. 185066

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