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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TH 11/12/04

LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300

1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN

Tel: (727) 461-6100
Fax: (727) 447-6899
E-mail: lawyer@baxstroh.com
Web: www.baxstroh.com

October 29, 2004

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Atlantic-Aire, Inc.

Dear Sir:

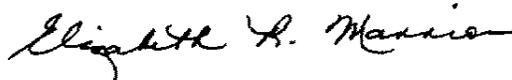
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

With best wishes,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.


Elizabeth R. Mannion

ERM/nak
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2004

NOV 6 9 2004

ELIZABETH R. MANNION, ATTORNEY
1150 CLEVELAND STREET
STE 300
CLEARWATER, FL 33755

SUBJECT: ATLANTIC-AIRE, INC.
Ref. Number: W04000040556

We have received your document for ATLANTIC-AIRE, 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.

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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: 104A00063363

FLORIDA DEPARTMENT OF STATE
CORPORATION SERVICES SECTION
TALLAHASSEE, FLORIDA 32314

04 NOV 12 PM 2:07

RECEIVED

ARTICLES OF INCORPORATION

OF

AIRE-WAY INDUSTRIES, INC.

FILED

04 NOV 12 AM 7:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME AND PRINCIPAL ADDRESS.

The name of this corporation is: Aire-Way Industries, Inc., and the principal address is 1266 Bay Harbor, Palm Harbor, Florida 34685.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock (having a par value of 1.00 per share).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND ADDRESS.

The Registered Agent and her street address in the State of Florida shall be:

Elizabeth R. Mannion
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street addresses are:

Phillip D. Englund
1266 Bay Harbor
Palm Harbor, Florida 34685

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

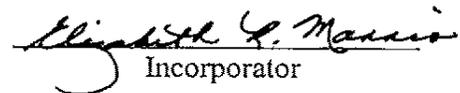
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Elizabeth R. Mannion
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 10th day of November, 2004.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 10th day of November, 2004, before me personally appeared, Elizabeth R. Mannion, who is personally known to me, and who executed the foregoing instrument and she acknowledged the execution thereof to be her free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.

Nancy A. Karpowicz-Kelly
Notary Public
My Commission Expires:



Nancy A. Karpowicz-Kelly
My Commission DD045267
Expires July 26, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Aire-Way Industries, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1150 Cleveland Street, Suite 300, City of Clearwater, County of Pinellas, State of Florida has named Elizabeth R. Mannion, located at 1150 Cleveland Street, Suite 300, City of Clearwater, County of Pinellas, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: Elizabeth R. Mannion
Elizabeth R. Mannion,
Registered Agent