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& TEXAS



**Monica L. Cothran, P.A.**

ATTORNEY AT LAW

1004 JENKS AVENUE  
PANAMA CITY, FL 32401

PHONE: 850-784-2992  
FAX: 850-784-4773

November 15, 2004

**SECRETARY OF STATE,**

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

(850) 488-9000

**RE: The Air Conditioning Outlet Corporation**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for **\$125.00**, which includes the \$100.00 filing fee and \$25.00 registered agent fee. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

A handwritten signature in black ink, appearing to read "Tiffany B. Hewett".

Tiffany B. Hewett,  
Legal Assistant to  
Monica L. Cothran, Esq.

/tbh

Enclosures:

Articles of Incorporation

Check

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**THE AIR CONDITIONING OUTLET CORPORATION**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

**ARTICLE ONE**

**Name**

The name of the corporation is **THE AIR CONDITIONING OUTLET CORPORATION.**

**ARTICLE TWO**

**Corporate Duration**

The duration of the corporation is perpetual.

**ARTICLE THREE**

**Purpose or Purposes**

The general purposes for which the corporation is organized are:

1. To service and sell air conditioning and heating units.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

**Capitalization**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

## ARTICLE FIVE

### Registered Office and Agent

The street address of the initial registered office of the corporation is 130 North Highway 79, Panama City Beach, FL 32413, and the name of its initial registered agent at such address is Keith Carnley. The principal place of business is the same as the registered office.

## ARTICLE SIX

### Directors

The number of directors constituting the initial board of directors of the corporation is 1. The name and address of each person who is to serve as a member of the initial board of directors is:

#### Name

#### Address

Keith Carnley

130 North Highway 79  
Panama City Beach, FL 32413

## ARTICLE SEVEN

### Incorporators

The name and address of each incorporator is:

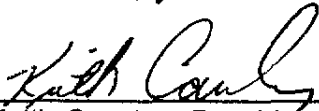
#### Name

#### Address

Keith Carnley

130 North Highway 79  
Panama City Beach, FL 32413

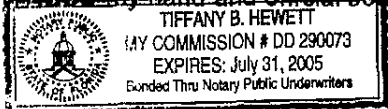
Executed by the undersigned on this 15<sup>th</sup> day of November, 2004.

  
Keith Carnley, President

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 15<sup>th</sup> day of November, 2004, personally appeared Keith Carnley to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal the date aforesaid.



  
NOTARY PUBLIC

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is THE AIR CONDITIONING OUTLET  
CORPORATION
2. The name and address of the registered agent and office is:

Keith Carnley  
130 North Highway 79  
Panama City Beach, FL 3240113

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 this 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.

  
\_\_\_\_\_  
Keith Carnley, Registered Agent