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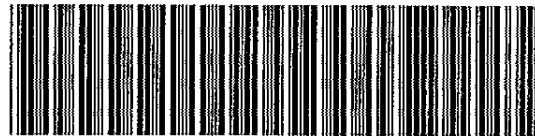
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
ALAN F. GONZALEZ, LL.M., P.L.
Attorney & Counselor at Law

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Facsimile: (813) 932-3528

March 1, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: INTEGRATED EQUIPMENT SOLUTION PRODUCTS, INC.


Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation for the above-referenced entity. Also enclosed is our check in the amount of \$78.75 to cover the filing fee.

Kindly forward certificate to this office at your first convenience. Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.



Alan F. Gonzalez, Esquire
(Signed in his absence to avoid delay by
Mary-Lou C. Morin, Paralegal/Assistant)

AFG:mlm
Enclosures

**ARTICLES OF INCORPORATION
of
INTEGRATED EQUIPMENT SOLUTION PRODUCTS INC.**

THE UNDERSIGNED INCORPORATOR AND SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, specifically *Chapter 607, Florida Statutes, et. seq.*, and states as follows:

ARTICLE I.

NAME

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

INTEGRATED EQUIPMENT SOLUTION PRODUCTS INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

3810 N. 40th Street

Tampa, FL 33610

ARTICLE III.

SHARES OF STOCK ISSUED

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of the Corporation shall be **DONALD E. FRENCH JR.** and the street address for the Registered Agent of the Corporation shall be: **3810 N. 40th Street Tampa, FL 33610.**

ARTICLE V.

INCORPORATOR

The name and address of the incorporator and subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK ISSUED</u>
ROBIN R. FRENCH	3810 N. 40th Street Tampa, FL 33610	100

ARTICLE VI.

OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

<u>OFFICE</u>	<u>OFFICER</u>	<u>ADDRESS</u>
President	ROBIN R. FRENCH	4430 Merrick Run Lane, Valrico, FL 33594

ARTICLE VII.

DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is:

<u>DIRECTOR</u>	<u>ADDRESS</u>
DONALD E. FRENCH JR.	4430 Merrick Run Lane, Valrico, FL 33594

ARTICLE VIII.

NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be to market pre-assembled HVAC equipment with integrated controls.

ARTICLE IX.

PERPETUAL TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE X.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or other property of any new stock of this Corporation of the same kind, class, or series as that she already holds, shall have the right to purchase her pro-rata share thereof at the price at which it is offered to others.

ARTICLE XI.

SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of *Section 1244 of the Internal Revenue Code* and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII.

BY-LAWS

The initial director(s) shall submit the proposed By-Laws to the shareholder(s) at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the

adoption of by-laws by unanimous vote of the shareholder(s), the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws.

ARTICLE XIII.

ELECTION OF "S" CORPORATION TAX STATUS

It is the intent of the undersigned subscribed that the Corporation shall be treated as an "S" corporation for federal tax purposes. The officers of this Corporation are authorized to take the requisite steps to elect "S" corporation status.

ARTICLE XIV.

SHARES OF STOCK ISSUED NOT REGISTERED AS SECURITY

The shares of common stock to be issued to the undersigned subscriber are not registered under state or federal securities laws. The subscriber represents that it is the intent of the Corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

ARTICLE IV.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the shareholders and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI.

INFORMAL SHAREHOLDERS ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided for in §607.0704, Florida Statutes, and the By-Laws.

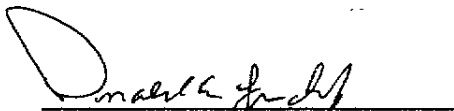
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 24 day of FEBRUARY, 2006.



ROBIN R. FRENCH
Incorporator and Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state 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.



DONALD E. FRENCH JR.
Registered Agent