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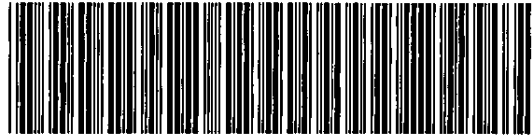
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MRD  
5/31

FILED  
07 MAY 30 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
6/1/07

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

SUBJECT: CLIMATE ENGINEERING OF MID FLORIDA, INC.  
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

// \$70.00  
Filing Fee

/X/ \$78.75  
Filing Fee  
& Certificate

// \$122.50  
Filing Fee  
& Certified Copy

// \$131.25  
Filing Fee  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

From: Peters Accounting ,Inc.  
P.O. Box 2080  
Lady Lake, Fl 32158-2080  
(352) 259-6567

**NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.**

**ARTICLES OF INCORPORATION**  
**OF**  
**CLIMATE ENGINEERING OF MID FLORIDA, INC.**

**FILED**  
07 MAY 30 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**EFFECTIVE DATE**  
6/1/07

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

**ARTICLE I**

**NAME**

The name of the corporation is CLIMATE ENGINEERING OF MID FLORIDA, INC. and the address of the corporation is 3503 S.W. 21<sup>st</sup> Street, Okeechobee, FL 34974.

**ARTICLE II**

**GENERAL PURPOSE**

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall begin its existence on the 1<sup>st</sup> day of June, 2007. These Articles of Incorporation, filed with the Secretary of State of the State of Florida, shall exist perpetually.

**ARTICLE V**  
**ADDRESS OF INITIAL REGISTERED OFFICE AND**  
**NAME OF INITIAL REGISTERED AGENT**

The initial registered office of this corporation and the name of its initial registered agent at such address are:     David L. Straight, 3503 S.W. 21<sup>st</sup> Street, Okeechobee, FL 34974

**ARTICLE VI**  
**DIRECTORS**

The initial Board of Directors shall consist of two (2) members. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The name and address of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

**NAMES:**         DAVID L. STRAIGHT

**ADDRESSES:** 3503 S.W. 21<sup>st</sup> STREET, OKEECHOBEE, FL 34974

**AND**

WILLIAM SCHNEIDER

40131 ORANGE CIRCLE, LADY LAKE, FL 32159

**ARTICLE VII**  
**OFFICERS**

The name and post office address of each of the officers of the corporation are:

PRESIDENT:                     DAVID L. STRAIGHT

SECRETARY & TREASURER:     WILLIAM SCHNEIDER

The addresses are: 3503 S.W. 21<sup>st</sup> Street, Okeechobee, FL 34974  
and  
40131 Orange Circle, Lady Lake, FL 32159

### **ARTICLE VIII** **INCORPORATORS**

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>
DAVID L. STRAIGHT	3503 S.W. 21 <sup>st</sup> Street, Okeechobee, FL	75
WILLIAM SCHNEIDER	40131 Orange Circle, Lady Lake, FL	25

### **ARTICLE IX** **RESTRICTION ON TRANSFER**

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

### **ARTICLE X** **AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law as defined in the corporation By-Laws.

FILED

ARTICLE XI

07 MAY 30 PM 3:05

BYLAWS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The power to adopt, amend or repeal the By-Laws shall be reserved to the Shareholders of this corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

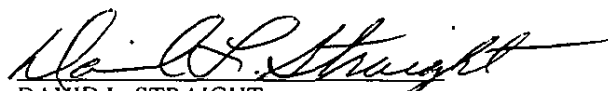
IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 29<sup>th</sup> day of May, 2007.

  
DAVID L. STRAIGHT

  
WILLIAM SCHNEIDER

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
DAVID L. STRAIGHT  
REGISTERED AGENT