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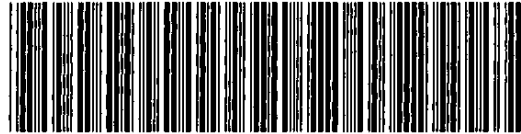
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
GOULD COOKSEY FENNELL, P.A.

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CIVIL TRIAL, BUSINESS LITIGATION
AND CONSTRUCTION LAW

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

September 18, 2007

Via Federal Express
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: PAC SERVICES HEATING AND AIR CONDITIONING, INC.

Dear Sir/Madam:

Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation for *PAC Services Heating and Air Conditioning, Inc.*, a Florida corporation, for filing with the Secretary of State's office. Please return the receipted copy to me with the self addressed, stamped envelope enclosed for your convenience.
2. Check in the amount of \$78.75, payable to the Florida Department of State, representing the \$35.00 filing fee, \$35.00 registered agent fee, and \$8.75 Certificate of Status.

Thank you and please call me if you have any questions.

Very truly yours,

Judith L. Kay
Legal Assistant to Sandra G. Rennick
jk/enclosure

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAC SERVICES HEATING AND AIR CONDITIONING, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

PAC SERVICES HEATING AND AIR CONDITIONING, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

6435 5th Street
Vero Beach, Florida 32967

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

A. The aggregate number of shares of capital stock authorized to be issued by this corporation is 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration of the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or

intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

B. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 6435 5th Street, Vero Beach, Florida 32967, and the initial registered agent of this corporation at such office shall be Wadus Darvin Harrelson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Wadus Darvin Harrelson	6435 5 th Street Vero Beach, FL 32967

ARTICLE IX **Incorporator**

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

Wadus Darvin Harrelson
6435 5th Street
Vero Beach, FL 32967

ARTICLE X **By-Laws**

A. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

B. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII **Affiliated Transactions**


The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


WADUS DARVIN HARRELSON

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WADUS DARVIN HARRELSON, having been named as Registered Agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this  day of September, 2007.


WADUS DARVIN HARRELSON

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TALLAHASSEE, FLORIDA