

Division of Corporations

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Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DAVID GRAY HEATING & AIR, INC.

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November 9, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DAVID GRAY HEATING & AIR, INC.  
PO BOX 11303  
JACKSONVILLE, FL 32239

SUBJECT: DAVID GRAY HEATING & AIR, INC.  
REF: P10000068456

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return 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) 245-6908.

Sylvia Gilbert  
Regulatory Specialist II

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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
DAVID GRAY HEATING & AIR, INC.

These Articles of Amendment are filed pursuant to Florida Statutes Section 607.1006, to reflect an amendment to the Articles of Incorporation of David Gray Heating & Air, Inc., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of David Gray Heating & Air, Inc., and upon authority of all of the shareholders of David Gray Heating & Air, Inc., hereby set forth as follows:

1. The name of this Corporation is David Gray Heating & Air, Inc.
2. The Articles of Incorporation of David Gray Heating & Air, Inc. have been further amended by deleting Article III in its entirety and by substituting in lieu thereof the following Article III:

"ARTICLE III.  
Capital Stock

A. Authorized Shares. The number of shares of capital stock authorized to be issued by this Corporation shall be Two Thousand (2,000) shares designated as voting common capital stock having a One Cent (\$.01) par value and Twenty Thousand (20,000) shares designated as non-voting common capital stock having a One Cent (\$.01) par value.

B. Relative Rights and Performances. The relative rights, privileges and limitations of the voting common capital stock and the non-voting common capital stock shall be in all respects identical, share for share, except that the voting common capital stock shall entitle the holder thereof to one vote for each share of voting common capital stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common capital stock shall not have any right or power to vote except as provided under Florida Statutes 607.1004(4), or a statute of similar import as may be enacted in the future."

3. In accordance with Florida Statutes Section 607.1003, the above Amendment was adopted by the Board of Directors of David Gray Heating & Air, Inc. on

Thomas M. Reiter, Esq.  
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October 31, 2011, and written consent to this Amendment was given on October 31, 2011, by all the shareholders comprising the only voting group in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of David Gray Heating & Air, Inc.

4. Upon the filing of these Articles of Amendment by the Department of State, the above Amendment shall become effective and the Articles of Incorporation of David Gray Heating & Air, Inc., shall be deemed to be amended accordingly.

DATED this 31 day of October, 2011.

Heather M. Zabinsky  
HEATHER M. ZABINSKY  
President/ Secretary