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REPLY TO: FORT LAUDERDALE

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January 13, 1995

Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Re: ADVent International, Inc.

Dear Sir or Madame:

I am enclosing a check in the amount of \$122.50 as well as an original and two copies of Articles of Incorporation with regard to the above captioned matter. Please file same and send me a conformed copy of the filed Articles of Incorporation in the enclosed, self-addressed, stamped envelope provided.

Very truly yours,

Linda Baldree
for DAVID J. BEASLEY

DJB/rtg
Enclosures

DJB
1/19/95

625

FILED
95 JAN 30 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 19, 1995

RECEIVED

JAN 24 1995

D.J. L.

DAVID J. BEASLEY, ESQUIRE
LIGMAN, MARTIN, EVANS & BEASLEY
6300 NE FIRST AVENUE SUITE 203
FORT LAUDERDALE, FL 33334

SUBJECT: ADVENT INTERNATIONAL, INC.
Ref. Number: W95000001373

We have received your document for ADVENT INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00002337

FILED

95 JAN 30 AM 8:07

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, acting as natural persons of the age of twenty-one years or more, and as incorporators of a corporation under the provisions of the laws of the state of Florida, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation is **ADVent International, INC.**

ARTICLE II--Duration

The period of duration of the corporation is to perpetual unless otherwise dissolved by the corporation.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The corporation is organized for the purpose of engaging in the business of manufacture, installation, maintenance, repair, and sale of home ventilation systems with its principal place of business at 10005 SW 63 Place, Miami, FL, 33156 (subject to change upon authorized by the Board of Directors).

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.
- (d) All officers, agents, and employees shall be chosen in such manner, hold such offices for such terms, and have such powers and duties as may be prescribed by the by laws or determined by the Board of Directors. There is no limitation on the number of offices any person may hold.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND shares, all of which shares shall be with a par value of \$1.00 par value.

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares. The Corporation may divide and create classes of stock as it deems necessary from time to time.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation shall be repurchased by the corporation, to the extent able, on a pro-rata basis.

Section 3. Voting Rights.

- (a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

- (a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual special meeting.

Section 3. No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII--Registered Office and Agent

The address of the initial registered office of the corporation is 10005 SW 63 Place, Miami, FL, 33156 and the name of the initial registered agent of the corporation at such address is Jerry J. Stipp.

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of two members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Jerry J. Stipp, Resident,
10005 SW 63 Place
Miami, FL 33156,

Thomas H. Beasley, Resident,
1261 Fairlake Trace, #102
Fort Lauderdale, FL, 33326, and

Gillian Brooks, Resident,
10005 SW 63 Place
Miami, FL 33156.

ARTICLE IX--Incorporators

The name and address of the incorporator of the corporation is:

Jerry J. Stipp
10005 SW 63 Place
Miami, FL 33156

ARTICLE X--INDEMNIFICATION

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right to amend this Article of Incorporation, the by laws, or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida, is expressly reserved and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on January 13th, 1995.

Jerry J. Stipp
Jerry J. Stipp
Incorporator

STATE OF FLORIDA}

SS:

COUNTY OF DADE}

I HEREBY CERTIFY that on the 13th day of January, 1995, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments,

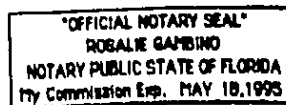
Dr. Jerry J. Stipp

to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and the year first written above.

Rosalie Gambino
Notary Public, State of Florida
Notary Public at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

95 JAN 30 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Chapter 48.091, the following is submitted, in compliance with said Act:

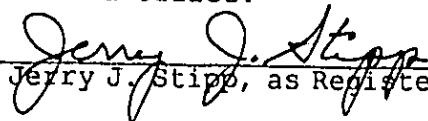
That **ADVent International, INC.**, desiring to organize under the laws of the State of Florida, with its principal place office as indicated in the Articles of Incorporation, in Miami, Dade County, Florida, has named:

Jerry J. Stipp

Located at 10005 SW 63 Place, Miami, FL, 33156 as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jerry J. Stipp, as Registered Agent