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LAW OFFICES OF
BRIAN T. HAYES, P.A.
245 E. WASHINGTON STREET
MONTICELLO, FLORIDA 32344
904-997-3526
FAX 904-997-0335

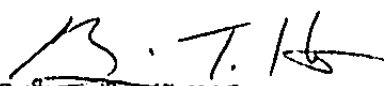
January 18, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for Pro-Air, Inc. Also enclosed is my check for \$122.50 for the filing fee.

Very truly yours,


Brian T. Hayes

BTH/jsc
Enclosures

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LAW OFFICES OF
BRIAN T. HAYES, P.A.
245 E. WASHINGTON STREET
MONTICELLO, FLORIDA 32344
904-997-3526
FAX 904-997-8338

January 31, 1995

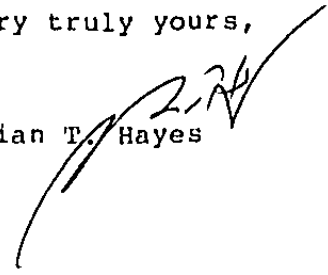
Kanut Khosla
Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Ms. Khosla:

In re: Pro-Air of Tallahassee, Inc.
Letter #: 295A00003015

I am re-submitting these Articles of Incorporation, with the name changed to Pro-Air of Tallahassee, Inc. Also enclosed is a copy of your letter of January 24.

Very truly yours,


Brian T. Hayes

BTH/jsc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1995

BRIAN T. HAYES, P.A.
245 E. WASHINGTON STREET
MONTICELLO, FL 32344

SUBJECT: PRO-AIR, INC.
Ref. Number: W95000001677

We have received your document for PRO-AIR, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 295A00003015

ARTICLES OF INCORPORATION OF
PRO-AIR OF TALLAHASSEE, INC.

FILED
95 FEB -3 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of Florida.

ARTICLE I. NAME

The name of this corporation is PRO-AIR OF TALLAHASSEE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To engage in the business of wholesale and retail sale, installation and repair of air conditioning, heating and refrigeration equipment, to private and governmental entities, in residential and commercial structures;

(b) To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and discription, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company; and buildings and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or expo-

sition;

(c) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries;

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required;

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(g) To engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FOUR HUNDRED (400) shares of common stock, having a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FOUR HUNDRED AND NO/100 DOLLARS (\$400.00)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation in the State of Florida is: 245 East Washington Street, Monticello, Florida 32344; and the principal office of this corporation in Florida is: Route 3, Box 579M, Tallahassee, Florida 32308. The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The name of the registered agent is: BRIAN T. HAYES.

ARTICLE VII. DIRECTORS

This corporation shall have not less than three (3) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

The initial directors and members of the first Board of Directors are as follows:

MICHAEL J. JANCE
President

Route 3, Box 579M
Tallahassee, FL 32308

BRUCE FULLER
Vice President/Secretary

Route 4, Box 6738-4
Crawfordville, FL 32327

TOM MILLS
Executive Vice President

606 St. Patrick Drive
Tallahassee, FL 32310

ARTICLE VIII. INCORPORATORS

The names and addresses of each incorporator of these
Articles of Incorporation are:

MICHAEL J. JANCE

Route 3, Box 579M
Tallahassee, Florida 32308

BRUCE FULLER

Route 4, Box 6738-4
Crawfordville, FL 32327

TOM MILLS

606 St. Patrick Drive
Tallahassee, FL 32310

ARTICLE IX. STOCKHOLDERS

The names and addresses of the initial stockholders of
this corporation, the number of shares each agrees to take and
the value of the consideration therefore are:

MICHAEL J. JANCE	100 shares	\$100.00
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BRUCE FULLER	100 shares	\$100.00
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TOM MILLS	100 shares	\$100.00
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Each share of the capital stock this corporation shall
from time to time be authorized to issue shall be subject to

limitations and restrictions on alienation and transfer by the holders thereof as may be set forth in the by-laws of this corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Date: 1-31-95 [Signature]
MICHAEL J. JANCE

Date: 1-31-95 [Signature]
BRUCE FULLER

Date: 1-31-95 [Signature]
TOM MILLS

FILED
95 FEB -3 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent of
PRO-AIR OF TALLAHASSEE, INC.

DATED this 31st day of January 1995.

[Signature]
BRIAN T. HAYES
245 East Washington Street
Monticello, Florida 32344