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OFFICE USE ONLY

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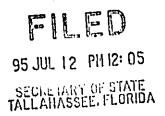
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# ARTICLES OF INCORPORATION OF PRO- AIR DEVICES, INC.



The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

## Article I NAME

The name of this corporation shall be Pro-Air Devices, Inc.

#### Article II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

## Article III Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,000 shares of common stock having a par value of \$1.00 per share.

#### Article IV ADDRESS

The street address of the initial registered office of the corporation shall be 1420 West Waters Avenue, Suite 105, Tampa, Florida 33604 and the name of the initial registered agent for the corporation at that address is Paul Flasher, 1420 West Waters Avenue, Suite 105, Tampa, Florida 33604.

#### Article V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### Article VI TERM OF EXISTENCE

This corporation shall exist perpetually.

#### Article VII LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him for any reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### Article VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person'r firm or corporation, and each and every person who may become a director or officer of corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director or officer of such subsidiary or corporation.

#### Article IX BOARD OF DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Paul Flasher

# Article X INCORPORATOR

The name and actress of the incorporator is:

Paul Flasher 1420 West Waters Avenue Suite 105 Tampa, Florida 33064

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of June, 1995.

Incorporator:

STATE OF FLORIDA COUNTY OF HILLS 8020464

The foregoing instrument was executed and acknowledged before me this 28 day

1995, by Paul Flat Hen, who is personally known to me.

CATANA BOLOGNA
MY COMMISSION I CC 327969
BORDED THE MONTH ALE LIVER PROPERTY AND CONTRACT OF THE PROPER

(SEAL)

Notary Public CATANA RISLOGNA

State of FLORIDA

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# DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

FILED

15 JUL 12 PH 12: 05

SECHLINGE OF STATE TALLAMASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

Pro-Air Devices, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 1420 West Waters Avenue, Suite 105, Tampa, Florida 33064 has named Paul Flasher, whose address is 1420 West Waters Avenue, Suite 105, Tampa, Florida 33604, as its Agent to accept service of process within the State.

# ACCEPTANCE:

Lagree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

> Registered Agent: Aus Polarla

STATE OF FLORIDA COUNTY OF HILLS ROBBUGH

BEFORE ME, the undersigned authority, this day personally appeared Paul Flashon, who is personally known to me, an who, after being duly sworn, deposes and says the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official scal this

CATANA BOLOGNA MY COMMISSION & CC 327906 EXPIRES: November 2, 1997

(SEAL)

STATE OF FLORIDA

My Commission Expires:

NOV. 2, 1997