

P45000068509

SOBERING, GRAY & WHITE, P.A.
ATTORNEYS AT LAW

S. DWAYNE GRAY, JR.
ROBERT B. WHITE, JR.

BARRY J. SOBERING
OF COUNSEL

201 SOUTH ORANGE AVENUE
SUITE 760
ORLANDO, FLORIDA 32801

TELEPHONE (407) 425-4305
TELECOPIER (407) 425-4304

GREGORY W. GLASS
M. BRADLEY LUCZAK
KENNETH L. SCHLITT
SAMANTHA J. SCURO

August 28, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001576061
-09/01/95--01043--019
****122.50 ****122.50

Re: Sunair, Inc.
Our File No. 459-1

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation pertaining to Sunair, Inc., together with our check in the amount of \$122.50, representing the filing fees of \$35.00, designation of registered agent fee of \$35.00, and \$52.50 to obtain a certified copy of the Articles after the same has been filed.

If you have any questions, please do not hesitate to call my office "collect."

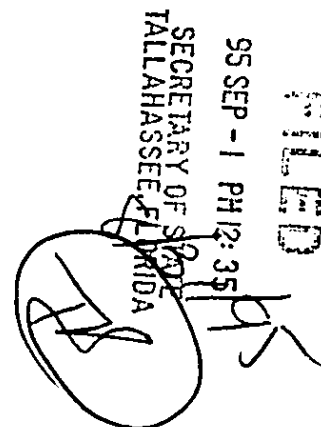
Thank you for your assistance in this regard.

Very truly yours,

Robert B. White, Jr.

Robert B. White, Jr.

/clt
Enclosures



**ARTICLES OF INCORPORATION
OF
SUNAIR, INC.**

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is SUNAIR, INC.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - DURATION

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 S. Orange Avenue, Suite 760, Orlando, Florida, 32801, and the name of the initial registered agent is Robert B. White, Jr.

FILED
SEP - 1 1985
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 201 S. Orange Avenue, Suite 760, Orlando, Florida, 32801.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have six directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial directors of this corporation shall be:

Ruth M. Williams
1113 Churchill Drive
Florence, KY 41042

Scott L. Williams
1905 Swan Circle
Hebron, KY 41048

Keith Elliott
265 SE Lakeview Drive
Keystone Heights, FL 32656

John Blue
1464 Windsong Road
Orlando, FL 32809

James R. Williams
1113 Churchill Drive
Florence, KY 41042

Wendy Leonard
9938 Calava Court
Union, KY 41091

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

Ruth Montrue Williams
1113 Churchill Drive
Florence, KY 41042

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 1995.

Incorporator

Ruth Montrue Williams
Ruth Montrue Williams

STATE OF KENTUCKY
COUNTY OF BOONE

The foregoing instrument was acknowledged before me this 22 day of August, 1995, by Ruth Montrue Williams, who is personally known to me or who has produced DRIVERS LICENSE as identification and who did not take an oath.

Dorothy Vaske
Name: Dorothy Vaske
(Print)

NOTARY PUBLIC
State of Kentucky

My Commission Expires: 12-1-95

DESIGNATION OF REGISTERED AGENT

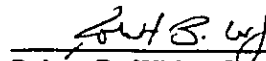
Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That SUNAIR, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 201 S. Orange Avenue, Suite 760, Orlando, Florida, 32801, has named Robert B. White, Jr., located at that address as its agent to accept service of process within the State.


Ruth Montruc Williams

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Robert B. White, Jr.