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FRANK J. ALOIA

Attorney at Law

1718 CAPE CORAL PARKWAY
CAPE CORAL, FLORIDA 33904
POST OFFICE BOX 638
CAPE CORAL, FLORIDA 33910

TELEPHONE NUMBER
(941) 842-1000
TELECOPIER NUMBER
(941) 842-8682

January 15, 1996

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Middleton Heating & Cooling, Inc.

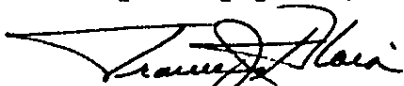
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose Middleton's Heating & Cooling check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


FRANK J. ALOIA
FJA:djb
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIDDLETON'S HEATING & COOLING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: MIDDLETON'S HEATING & COOLING, INC.

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

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

To design, patent, procure patents or licenses to manufacture, and to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, and generally deal in all kinds of air conditioning apparatus,

equipment and appliances, heating apparatus, equipment and appliances, refrigeration apparatus, equipment and appliances, air conditioners of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves, and heaters and fireplaces, and all the parts and accessories required for complete air conditioning, refrigeration, and heating units; to deal in all kinds of fuel-saving devices, to repair and over haul air conditioning, refrigeration, and heating apparatus and equipment, and to generally deal in and manufacturer all parts necessary or desirable in connection with such air conditioning units, equipment, and appliances, refrigeration units, equipment, and appliances and heating units, equipment and appliances, and to generally deal in hardware.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other

property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The names and street addresses of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have

qualified are as follows:

NAME	ADDRESS	POSITION
WILLIAM A. MIDDLETON	17600 Durrance Road N. Ft. Myers, FL 33917	President/ Treasurer
CHERYL A. MIDDLETON	17600 Durrance Road N. Ft. Myers, FL 33917	Vice President/ Secretary

ARTICLE VII

(Initial Office and Registered Agent)

The initial street address of the office of the corporation is 17600 Durrance Road, N. Ft. Myers, FL 33917.

The name and address of the initial Registered Agent of this corporation is WILLIAM A. MIDDLETON, 17600 Durrance Road, N. Ft. Myers, FL 33917.

ARTICLE VIII

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

WILLIAM A. MIDDLETON
17600 Durrance Road
N. Ft. Myers, FL 33917

ARTICLE IX

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of

Directors.

ARTICLE X

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XI

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


WILLIAM A. MIDDLETON

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared WILLIAM A. MIDDLETON, to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 12th day of January, 1996.


Notary Public

Official Notary Seal
DEBORAH JO BROWN
Notary Public, State of Florida
Commission No. CC 203857
My Commission Exp. June 25, 1996

FILED

ACCEPTANCE BY REGISTERED AGENT

96 JAN 22 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM A. MIDDLETON, Registered Agent, having been named
to accept service of process for the above stated corporation, at
place designated in these Articles of Incorporation, hereby accepts
to act in this capacity and agrees to comply with the provisions of
said Act relative to keeping open said office.


WILLIAM A. MIDDLETON