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GREAT WESTERN BANK, SUITE 301

555 NORTH CONGRESS AVENUE

DAYTONA BEACH, FLORIDA 32426

TELEPHONE: 407-734-8903

January 23, 1996

REPLY TO:

POST OFFICE BOX 642

DAYTONA BEACH, FLORIDA 32426-0642

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

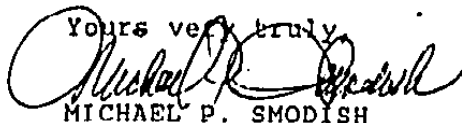
Re: CAREFREE SERVICES, INC.

Dear Secretary,

I enclose the original and one executed copy of the proposed Articles of Incorporation for a new corporation named CAREFREE SERVICES, INC., to be filed under Florida law. I also enclose my check for \$122.50 to cover the filing fee and certified copy. Please send the certified copy to the above P. O. Box address.

Thank you for your cooperation and assistance. Please call me if you need any further information.

Yours very truly,



MICHAEL P. SMODISH

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\*\*\*\*122.50 \*\*\*\*122.50

SN JAN 29 1996

ARTICLES OF INCORPORATION  
OF  
CAREFREE SERVICES, INC.

FILED  
95 JAN 25 PM 3:56  
TALLAHASSEE, FLORIDA

\* \* \* \* \*

ARTICLE I \* NAME AND ADDRESS

The name of this corporation is CAREFREE SERVICES, INC., and its principal place of business and mailing address shall initially be at 8349 Little Beth Drive West, Boynton Beach, Florida 33437.

ARTICLE II \* COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence upon filing of these Articles and shall exist perpetually thereafter.

ARTICLE III \* PURPOSE

This corporation is organized for the following purposes: to own and operate an air conditioning and appliance service business; 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 description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of

indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; 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 in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

#### ARTICLE IV \* CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

#### ARTICLE V \* INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8349 Little Beth Drive West, Boynton Beach, Florida 33437, and the name of the Registered Agent of this corporation at that address is: Evelyn Forman.

#### ARTICLE VI \* INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of three (3) directors. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are as follows: Douglas B. Bradley, III, 8349 Little Beth Drive West, Boynton Beach, FL 33437; Thomas J. Forman, 5167 Little Beth Drive South, Boynton Beach, FL 33437; and Evelyn Forman, 5156 St. John Avenue North, Boynton Beach, FL 33437.

#### ARTICLE VII \* MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

#### ARTICLE VIII \* RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as

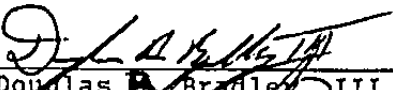
offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By-Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX \* INCORPORATORS

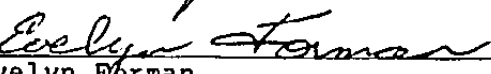
The names and addresses of the persons signing these Articles are: Douglas **B**, Bradley, III, 8349 Little Beth Drive West, Boynton Beach, FL 33437; Thomas J. Forman, 5167 Little Beth Drive South, Boynton Beach, FL 33437; and Evelyn Forman, 5156 St. John Avenue North, Boynton Beach, FL 33437.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on January 22, 1996.

CAREFREE SERVICES, INC.

By:   
Douglas **B**, Bradley, III

By:   
Thomas J. Forman

By:   
Evelyn Forman

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me  
on January 22, 1996, by DOUGLAS **B**, BRADLEY, III, THOMAS J.  
FORMAN, and EVELYN FORMAN, on behalf of CAREFREE SERVICES, INC.,  
a Florida corporation.

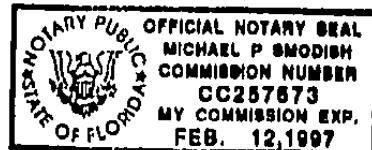
Notary SIGNS:

Notary's Name PRINTED: Michael P. Smolish  
NOTARY PUBLIC, State of Florida

My Commission Expires:

Personally Known OR Produced Identification

Type of Identification Produced: Florida driver licenses



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 40.091 Florida Statutes, the  
following is submitted:

FIRST---That CAREFREE SERVICES, INC., desiring to organize  
and qualify under the Laws of the State of Florida, with its  
principal place of business initially in the City of Boynton  
Beach, Florida, has named EVELYN FORMAN, at 8349 Little Beth  
Drive West, Boynton Beach, Florida 33437, as its Agent to accept  
service of process within Florida.

CAREFREE SERVICES, INC.

By:

*Douglas B. Bradley, III*  
Douglas B. Bradley, III

Having been named to accept service of process for the above  
stated corporation at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
and complete performance of my duties.

*Evelyn Forman*  
Evelyn Forman

Dated: *January 22, 1986*

FILED  
96 JAN 25 PM 3:56  
TALLAHASSEE  
FLORIDA