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704 WEST BAY STREET
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January 30, 1996

Ms. Doris Brown
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800001584568
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***122.50 ***122.50

Re: Document Number: W95000015896
National Association of Indoor Environmental
Professionals, Inc.
Our File No.: 5078

Dear Ms. Brown:

Pursuant to a conversation I had just before Christmas with Bobby Eldridge in the Division of Corporations, enclosed please find reexecuted set of the Articles of Incorporation for the above captioned entity. In submitting these Articles to you, you will please note that they are executed October 12, 1995. At that time, the Articles were amended per a letter received from the Secretary of State and resubmitted for filing. I discovered in December that the Articles never made it to the Secretary of State's office, for some unknown reason. In order to resubmit the documents and execute them as indicated, I had to obtain the confirmation of my client, together with a review of the corporate documents. The date of my signature, October 12, 1995 is when these documents were originally signed and submitted to you. The date of the notary jurat, is the date of acknowledgement of my signature for resubmitting the documents in original form to your offices.

As a non-profit corporation, in our attempts to seek a tax-exempt status with the IRS, a 1995 filing date is important. This office took all steps to comply, back in October, with the request of the Division of Corporations in changing the Articles of Incorporation. Please review the attached documents, and if acceptable for filing, sign the earliest filing date that you can. If you have any questions on this matter, please contact my office directly. Your cooperation and assistance in this matter is greatly appreciated.

Respectfully,

Michael E. Boutzoukas

FILED
95 OCT 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEB/lkm

Encl.

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August 3, 1995

Ms. Jenna Eckland
Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return to
Ref. # 15896

FILED
55 OCT 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
The National Association of Indoor Environmental Professionals
Attorney's Fund Account Number 17052
Our File No. 5078

Dear Ms. Eckland:

Enclosed for filing please find the original Articles of Incorporation of The National Association of Indoor Environmental Professionals. Also enclosed is our client's check made payable to Secretary of State in the amount of \$122.50 to cover the filing fee.

Upon filing of the Articles, please return a certified copy to this office. Please charge your fee for return of the certified copy to my account, number 17052.

Thank you for your attention to this matter. If you have any questions regarding the enclosed please do not hesitate to contact me.

Respectfully,

Michael E. Boutzoukas
Michael E. Boutzoukas

MEB/hrs
Enclosures

789,635,513,671
W95-15896

RECEIVED
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DIVISION OF GOVT. RECORDS

ARTICLES OF INCORPORATION OF THE
NATIONAL ASSOCIATION OF
INDOOR ENVIRONMENTAL PROFESSIONALS, INC.

FILED
OCT 12 AM 11:09
STATE
OF FLORIDA
TALLAHASSEE

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be NATIONAL ASSOCIATION OF INDOOR ENVIRONMENTAL PROFESSIONALS, INC.

The principal address of the corporation at the time of incorporation is 2862-A Gulf to Bay Boulevard, City of Clearwater, County of Pinellas, Florida 34619.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence upon acceptance by the Secretary of State, State of Florida.

ARTICLE III. PURPOSE

The specific and primary organizational purposes of this corporation are: Promote a forum through which multiple disciplines and professions related to the field of Indoor Air Quality may interact to share ideas, skills, experiences to promote an integrated approach toward indoor environmental issues and concerns; establish application standards for the field of Indoor Air Quality commensurate with the qualifications of its members; establish such further standards for field analysis and data interpretation, as applied to structures and systems related to Indoor Air Quality, which standards shall be known as the Environmental Quality Performance Index (EQPI); promote the safe and proper analysis and remediation of indoor environmental systems; collect and disseminate educational literature and data valuable to indoor environment professionals; encourage its members' cooperation to their mutual advantage and protection in matters pertaining to the field of indoor environmental quality; promote and provide training for, and certification of, professionals from the multiple disciplines related to the Indoor Air Quality field; maintain a facility for promotion and accomplishment of these purposes,

through the purchase or lease and improvement of real estate or other property, as may be required for such purpose; and, such other purposes which are lawful for non-profit organizations under the laws of the State of Florida.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The qualifications for members and the manner of their admission by the corporation shall be as regulated by the corporation's bylaws, but shall include as a minimum, criteria for qualification by profession and annual dues to sustain the goals of this organization. Memberships may be held by corporation or associations, partnerships, limited liability companies, limited liability partnerships, the federal government or its agencies, state governments or their agencies, counties governments or their agencies and municipalities or their agencies, upon such terms and conditions as may be set forth in the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 704 West Bay Street, City of Tampa, County of Hillsborough, Florida, and the name of the corporation's initial registered agent at such address is Michael E. Boutzoukas, Esq.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following three persons shall serve the corporation as initial trustees until the first annual meeting or other meeting called to elect the board of trustees and overseers:

NAME	ADDRESS
Dr. Robert L. Scarry, HCLD	Pure Air Control Services, Inc. 407 Elizabeth Avenue Clearwater, FL 34619
Alan L. Wozniak	Pure Air Control Services, Inc. 407 Elizabeth Avenue Clearwater, FL 34619
Michael E. Boutzoukas, Esq.	Gold & Resnick, P.A. 704 West Bay Street Tampa, FL 33606

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
Dr. Robert L. Scarry, HCLD	Pure Air Control Services, Inc. 407 Elizabeth Avenue Clearwater, FL 34619
Alan L. Wozniak	Pure Air Control Services, Inc. 407 Elizabeth Avenue Clearwater, FL 34619

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

ARTICLE X. RIGHTS OF MEMBERS IN PROPERTY OF ASSOCIATION

No member of the corporation shall ever have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if the member's membership ceases, or while the member is not in good standing; provided, that before his or her membership shall cease against the member's consent, the member shall be given an opportunity to be heard, as shall be regulated by the corporation's bylaws.

ARTICLE XI. BOARD OF DIRECTORS FULL DISCRETIONARY POWER OF ADMITTING OR EXPELLING MEMBERS

The board of directors shall have full discretionary power of admitting members to, and expelling members from, the corporation, and the decision of the board in such matters shall be final.

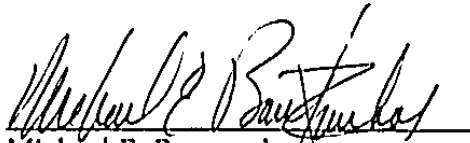
ARTICLE XII. BOARD OF DIRECTORS POWER TO FIX
DUES AND ASSESS FINES

The board of directors shall have full power to fix regular or special dues and to assess fines in such sums as may be fixed, or the limits or occasions determined, by the board of directors. The amount of dues so fixed shall become, on and after 30 days' written notice to members, an indebtedness to the corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render a member of the corporation liable to expulsion.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended by the affirmative vote of two-thirds of the members present and eligible to vote at a meeting of the members called for such purpose. The bylaws of the organization shall be amended as set out in said bylaws upon approval by the initial Board of Directors of the corporation.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on October 12, 1995.



Michael E. Boutzoukas

State of Florida
County of ~~Pinellas~~ Hillsborough

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55 OCT 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared Michael E. Boutzoukas, who provided Personally known and _____ as identification or are personally known to me, and who acknowledged execution of the foregoing articles of incorporation on this 30th day of October, 1995.

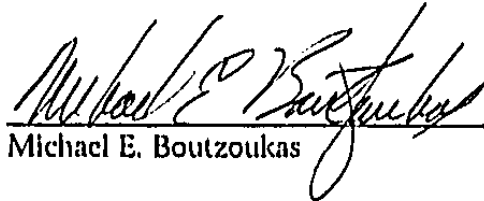
January, 1996.


Notary Public
Print Name: _____
My Commission Expires: _____
Notary Public, State of Florida
My comm. expires May 28, 1998
No. CC358925

CONSENT TO SERVE AS REGISTERED AGENT
FOR
NATIONAL ASSOCIATION OF
INDOOR ENVIRONMENTAL PROFESSIONALS, INC.

I, Michael E. Boutzoukas, having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, do hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: October 12, 1995


Michael E. Boutzoukas

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA