

P96000010935

F. D. TEETS & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
12708 WEST FOREST HILL BOULEVARD - SUITE 204
WELLINGTON, FLORIDA 33414

SEC. TREASURY OF FLORIDA
JAN 31 AM 11:24
TALLAHASSEE, FLORIDA
(407) 700-2892
FAX (407) 700-2894

F. DAVID TEETS, JR., CPA
ARTHUR M. LIGHTMAN, CPA

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

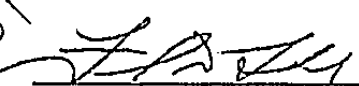
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-01/23/96--01006--019
***122.50 ***122.50

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,


F. David Teets, Jr., CPA
Registered Agent

Enclosures

WTF
-1861
00670
00672
00671
1/25/96
1/25/96
TR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1996

F.D. TEETS & COMPANY
C/O F. DAVID TEETS JR.
12798 WEST FOREST HILL BLVD. STE 204
WELLINGTON, FL 33414

SUBJECT: A AARON AIR REFRIGERATION & AIR CONDITIONING, INC.
Ref. Number: W96000001881

We have received your document for A AARON AIR REFRIGERATION & AIR CONDITIONING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00003273

ARTICLES OF INCORPORATION
OF
A AARON REFRIGERATION & AIR CONDITIONING, 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.

FILED
27 JUN 31 4 11: 44
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be A Aaron Refrigeration & Air Conditioning, 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 one time is 1000 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 Paradise Harbor Boulevard #107, North Palm Beach, Florida 33408-5047 and the name of the initial Registered Agent for the corporation at that address is F. David Teets, Jr., CPA.

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 by 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 of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, 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's firm or corporation, and each and every person who may become a director of the 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 of such subsidiary or corporation.

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

John W. Kebeck - President
Douglas S. Murphy - Vice President
Mary Ann Kebeck - Treasurer
Veronica L. Murphy - Secretary

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

F. D. Teets, Jr., CPA
c/o F. D. Teets & Company, CPA's
12798 W. Forest Hill Blvd. #204
Wellington, FL 33414

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. A Aaron Refrigeration & Air Conditioning, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 108 Paradise Harbor, North Palm Beach, Florida 33408-5047, has named F. David Teets, CPA, whose address is 12798 W. Forest Hill Blvd., #204, Wellington, Florida 33414, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree 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:

F. David Teets, Jr.
F. David Teets, Jr., CPA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared F. David Teets, who, after being duly sworn, deposes and says that 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 seal this 12th day of January, 19 96.



PETRA GONZALES
My Commission CC334449
Expires Dec. 08, 1997
Bonded by HAI
800-422-1855

Petra Gonzales
Notary Public
State of Florida
My Commission Expires:
12/8/97

Transmittal Letter

(Date)

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 18th day of January, 19 96.

Incorporator:

[Signature]

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was executed and acknowledged
before me this 18th day of January, 19 96, by
F. David Teels

(SEAL)

[Signature]
Notary Public
State of Florida
My Commission Expires:
12/6/97



PETRA SIMONEAUX
My Commission CC334449
Expires Dec. 06, 1997
Bonded by HAI
800-422-1555

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OF
A AARON REFRIGERATION & AIR CONDITIONING, INC.

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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 by 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.

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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 of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, 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's firm or corporation, and each and every person who may become a director of the 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 of such subsidiary or corporation.

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F. D. Teets, Jr., CPA
c/o F. D. Teets & Company, CPA's
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Wellington, FL 33414

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Registered Agent:

F. David Teets, Jr., CPA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared F. David Teets, who, after being duly sworn, deposes and says that 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 seal this 18th day of January, 19 96.



PETRA MONNEAUX
My Commission CC334449
Expires Dec. 08, 1997
Bonded by HAI
800-422-1858

Petra Monneaux
Notary Public
State of Florida
My Commission Expires:
12/8/97

Transmittal Letter

(Date)

IN WITNESS WHEREOF, the undersigned has herunto set his
hand and seal on this 18th day of January, 19 96.

Incorporator:

[Signature]

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was executed and acknowledged
before me this 18th day of January, 19 96, by
F. David Teels.

(SEAL)

[Signature]
Notary Public
State of Florida
My Commission Expires:
12/6/97



PETRA SIMONEAUX
My Commission CC334440
Expires Dec. 06, 1997
Bonded by HAI
800-422-1555

PA60000/0935

September 8, 1997

400002293524--4
-09/09/97--01066--017
****165.00 ****165.00

REPLACEMENT FEE 1997

ANNUAL REPORT: A AARON
REFRIGERATION & AIR CONDITIONING,
INC.

DEBIT MEMO: # 80714-B

CHECK #: 1307

P960000/0935

September 18, 1997

400002298384--1
-09/19/97--01095--003
*****15.00 *****15.00

REPLACEMENT FEE 1997

SERVICE FEE: A AARON
REFRIGERATION & AIR CONDITIONING,
INC.

DEBIT MEMO: # 80714-B

CHECK #: 1307