

P9600000129a1

KASS HODGES, P.A.

Tampa-Sarasota-Ft. Myers-Orlando
Centre Square

1505 N. Florida Avenue
TAMPA, FLORIDA 33602
(813) 229-0900 ext. 1305
Telecopier (813) 229-3323

Thomas Avnitis
Thomas W. Bell
Stephen A. Bennett
Larry M. Foyle
John M. "Jack" Hodges
Michael Kass
Dennis J. LaVine
Richard H. Molver
Jeffrey J. Mouch
Thomas K. Sciarino, Jr.
James M. Shuler
Larry B. Solomon
Neil C. Spector

In reply address firm at
P.O. Box 800
Tampa, Florida 33601

EFFECTIVE DATE
2-5-96

February 5, 1996

800001709168
-02/07/96--01043--003
*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32301

ATTN: Mrs. Jo Mynard, Supervisor, Charter Section

Re: Aire Serv of Hillsborough, Inc.

Dear Ms. Mynard:

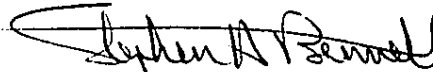
Enclosed are the original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

Your attention is directed to Article Two of the Articles of Incorporation which could state a specific commencement date for this corporation. Please make sure your records indicate the correct effective date if one is indicated.

Our check in the amount of \$70.00 is enclosed to cover the Registered Agent fee (\$35.00) and the filing fee (\$35.00).

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents.

Very truly yours,



Stephen A. Bennett

SAB:tm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -7 AM 10:10

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ARTICLES OF INCORPORATION OF

Alro Serv of Hillsborough, Inc.

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DIVISION OF CORPORATIONS
96 FEB -7 AM 10:10

ARTICLE ONE - NAME

The name of this corporation is: Alro Serv of Hillsborough, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

EFFECTIVE DATE:
2-5-96

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is unknown, and the mailing address of this corporation is: c/o Mike Kass, 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Mike Kass, 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Mike Kass, 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Mike Kass, 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

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

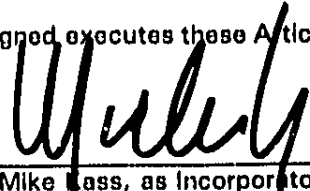
ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

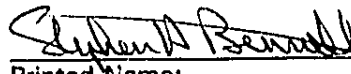
The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

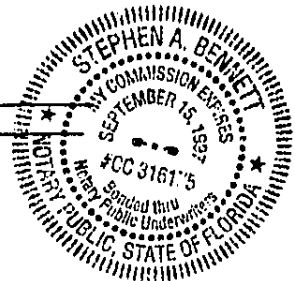
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 5th day of February, 1996.


Mike Kass, as Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

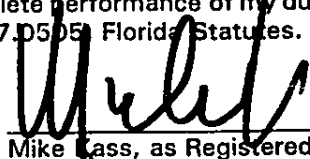
The foregoing instrument was acknowledged before me this 5th day of February, 1996, by Mike Kass, who is personally known to me or who has produced _____ as identification.


Printed Name: _____
Notary Public
My Commission Expires: _____



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505 Florida Statutes.


Mike Kass, as Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 7 AM 10:10

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KASS HODGES, P.A.

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Neil C. Spector

In reply address firm at
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Tampa, Florida 33601

ENCLOSURE 17471005
-03/18/96--01058--012
*****35.00 *****35.00

March 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32301

ATTN: Amendments

Re: Aire Serv of Hillsborough, Inc.

Dear Amendments section:

Enclosed are the original and one (1) copy of the executed Articles of Amendment for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

Our check in the amount of \$35.00 is enclosed to cover the filing fee.

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents.

Very truly yours,


Richard S. McIver

NC

SH 3/5

RECEIVED

95 MAR 12 AM 8:41

DIVISION OF CORPORATIONS

96 MAR 12 PM 12:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

Pursuant to Chapter 607, Florida Statutes, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is: AIRE SERV OF HILLSBOROUGH, INC.

2. The text of each amendment adopted is as follows:

"The name of the corporation is hereby changed to FLORIDA KOOL OF HILLSBOROUGH, INC."

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

None

4. The date of adoption of each amendment was as follows:

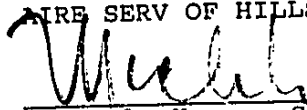
February 29, 1996

5. The amendment was approved by shareholder action, and the voting group entitled to vote on the amendment were the holders of the issued and outstanding common shares of the corporation, and the number of such shares that voted for the amendment was unanimously in favor of the amendment and this vote was sufficient for approval as required by Chapter 607, Florida Statutes.

6. These articles will be effective upon filing, unless a delayed time and date is specified, as follows:

Dated this 29 day of February, 1996.

AIRE SERV OF HILLSBOROUGH, INC.


Michael Kass, Sole Director and
Shareholder

96 MAR 12 PM 12:53

SECRETARY OF STATE
DIVISION OF CORPORATIONS