THE MACK COMPANY, ACCOUNTANTS
RAY MACK, ENROLLED AGENT
2515 Countryside Boulevard, Suite B, Clearwater, Florida 34623
813-725-9484 FAX: 813-725-9384

P960000 14490

February 2, 1996

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of: **AARON'S APPLICANCE AND REPAIR SERVICE, INC..**

Dear Secretary of State:

Enclosed please find one original and one copy of the Articles of Incorporation of:

AARON'S APPLIANCE AND REPAIR SERVICE, INC.

Also, please find enclosed a check made payable to the Secretary of State in the amount of $70.00 which includes the statutory filing fees. Your assistance in establishing the corporation to be known as: **AARON'S APPLIANCE AND REPAIR SERVICE, INC.**is appreciated.

600001712706
-02/12/96--01035--001
*****70.00 *****70.00

Respectfully,

Ray

Ray Mack
Incorporator

FILED
96 FEB 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/15/96

ARTICLES OF INCORPORATION
OF
AARON'S APPLIANCE AND REPAIR SERVICE, INC.

FILED
96 FEB 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLE I NAME

The name of the corporation shall be:
AARON'S APPLIANCE AND REPAIR SERVICE, 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 100 shares of common stock.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued initially as follows:

Sanford L. Hoffman.......100

ARTICLE VI ADDRESS

The street address of the initial registered office and the principal office of the corporation shall be: **2515 COUNTRYSIDE BLVD., SUITE B, FLORIDA 34623,** and the name of the initial Registered Agent for the corporation at that address is: **RAY MACK** as its Agent to accept service of process within this State.

ARTICLE VII 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 appropriate officers to accomplish this compliance.

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his service, 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 entitles as a matter of law.

ARTICLE X SELF DEALING

No contract or other transaction between the corporation and other corporation, 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.

ARTICLE XI DIRECTORS

This corporation shall have a minimum of ONE director.

ARTICLE XII INCORPORATOR

The name and address of the Incorporator is:

Ray Mack
2515 Countryside Blvd., Suite B
Clearwater. Florida 34623

ARTICLE XIII INITIAL BOARD OF DIRECTORS

This corporation shall have ONE directors initially. The number of director may be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director is:

SANFORD L. HOFFMAN, 764 CRESTRIDGE DRIVE, TARPONS SPRINGS, FLORIDA 34080

ARTICLE XIV INITIAL OFFICERS

President: SANFORD L. HOFFMAN
Secretary: SANFORD L. HOFFMAN

Their term of office shall be one year, but if a new election is not held, they may retain their offices until such election is held.

ARTICLE XV BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE XVI AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5th day of February, 1996.

Incorporator:

Ray Mack

ACCEPTANCE AS REGISTERED AGENT:

I have been designated Registered Agent and agree as Registered Agent to accept service of process and the obligations contained in Florida Statutes Section 607.0505.

Registered Agent

Ray Mack

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Ray Mack, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that HE executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 9th **day of** Feb**, 1996**

R. Garrett

NOTARY PUBLIC
State of Florida

LISA M. GANNO
MY COMMISSION EXPIRES
FEBRUARY 15, 199
#CC 344400
Bonded thru
Troy Fain Insurance
NOTARY PUBLIC, STATE OF FLORIDA

THE MACK COMPANY, ACCOUNTANTS
RAY MACK, ENROLLED AGENT
2515 Countryside Boulevard, Suite B, Clearwater, Florida 34623
813-725-9484 FAX: 813-725-9354

P96000014490

March 4, 1996

700001724587
-03/06/96--01094--006
*****35.00 *****35.00

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

Gentlemen:

Enclosed are The Articles of Amendment to the Articles of Incorporation of:

AARON'S APPLIANCE AND REPAIR SERVICE, INC.

and the filing fees for the above amounting to $35.00 The purpose of the Amendment is to change the name of the corporation to:

HOFFMAN' S APPLIANCE AND AIR CONDITIONING, INC.

Your assistance in this matter is greatly appreciated.

Sincerely,

Ray Mack,
Incorporator

SH 3/19
NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 12: 37

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

Ray Mack
The Mack Company, Accountants
2515 Countryside Blvd., Suite B
Clearwater, FL 34623

SUBJECT: AARON'S APPLIANCE AND REPAIR SERVICE, INC.
Ref. Number: P96000014490

We have received your document for AARON'S APPLIANCE AND REPAIR SERVICE, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00010910

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

AARON'S APPLIANCE AND REPAIR SERVICE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I -- NAME OF CORPORATION:

The name of the corporation shall be changed to:

HOFFMAN'S APPLIANCE AND AIR CONDITIONING, INC.

SECOND: The date of the adoption of the amendment is March 4, 1996

THIRD: The adoption was approved by the ~~shareholders~~ INCORPORATOR. The number of votes cast for the amendment was sufficient for approval.

Signed this day 4th of March, 1996.

Signature:

~~Ray Mack~~
Incorporator