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(804) 678-6830 OR
678-6832

February 28, 1996

Corporate Records Bureau
Division of Corporation
Department of State
P. O. Box 6327
Tallahassee, FL 32301

P.O. Box 109
FILED
MAR 11 10 58:30
TALLAHASSEE, FLORIDA

Re: Incorporation of **MAGNUM DISTRIBUTORS, INC.**

Dear Sirs:

I am submitting the original and a copy of the Articles of Incorporation for **MAGNUM DISTRIBUTORS, INC.** along with a check made to your order in the amount of \$122.50 for the following items:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

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-03/12/96--01015--011
****122.50 ****122.50

Please authorize the formation of this corporation and return the certified copy to this office.

Thank you,

Phil Van Houten

Phil Van Houten

Enc: Articles of Inc.
Check for \$122.50

F. CHESSER MAR 1 4 1996

ORIGINAL

ARTICLES OF INCORPORATION
MAGNUM DISTRIBUTORS, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The corporate name is MAGNUM DISTRIBUTORS, INC.

ARTICLE TWO

The address of the principal office of the corporation is 912 North Ferdon Blvd., Crestview, Florida 32536, and the mailing address of the corporation is P.O. Box 1147, Crestview, FL 32536.

ARTICLE THREE

The aggregate number of shares, which the corporation is authorized to issue is 100. Such shares shall be as a single class and there shall be a par value assigned initially of One Hundred Dollars (\$100.00) per share.

ARTICLE FOUR

The street address of the initial registered office of the corporation is 912 North Ferdon Blvd., Crestview, Florida 32536 and the mailing address is P.O. Box 1147, Crestview, FL 32536. The name of the registered agent is Kalliope Zachos, P.O. Box 1147, Crestview, FL 32536, who hereby accepts the appointment by signing hereunder.

Kalliope Zachos
Kalliope Zachos, Registered Agent

ARTICLE FIVE

The names and addresses of the incorporators are as follows:

Kalliope Zachos
Kalliope Zachos
4154 Beach Drive
Niceville, FL 32578

Thomas D. Zachos
Thomas D. Zachos
4154 Beach Drive
Niceville, FL 32578

Steve Brogan
Steve Brogan
1709 West Hiway 90
Crestview, FL 32536

FILED
JAN 11 1980
CLERK OF COURT
FLORIDA
CRESTVIEW

ARTICLE SIX

The initial corporate officers with their addresses are as follows:

Kalliope Zachos
President
4154 Bench Drive
Niceville, FL 32578

Thomas D. Zachos
Secretary
4154 Bench Drive
Niceville, FL 32578

Steve Brogan
Treasurer
1709 West Hiway 90
Crestview, FL 32536

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61 MAR 11 PM 8:30
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

The general purpose for which the corporation is organized are:

1. To engage in the business of wholesale distribution of air conditioning and heating equipment and essential accessories for sale to contractors and retail outlets.
2. To transact any other business for which a corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of stockholders of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE EIGHT

The business affairs of the corporation shall be controlled, managed and supervised by the executive officers, under the control and direction of the stockholders.

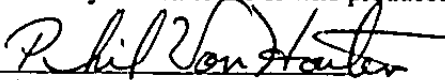
ARTICLE NINE

The power to make, alter, amend and repeal the bylaws of the corporation shall be reserved to the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

STATE OF FLORIDA COUNTY OF OKALOOSA

The foregoing Articles of Incorporation was acknowledged before me this 6th day of MARCH, 1996, by Kalliope Zachos, Thomas D. Zachos and Steve Brogan, who are personally known to me or who produced identification.


Phil Van Houten, Notary Public

