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LAW OFFICES OF  
**ALLEN DAVID STOLAR**

SUITE M-400 • CITICENTRE BUILDING  
200 N.W. 105TH STREET  
MIAMI, FLORIDA 33160-0407

(305) 949-0655

March 27, 1996

FILED  
MAR 29 1996  
TALLAHASSEE, FLORIDA

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/28/96-01077-006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: AIR COMFORT MECHANICAL, INC.

Gentlemen:

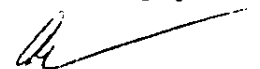
Enclosed herewith please find the original and one copy of the Articles Of Incorporation and Certificate Of Registered Agent for the captioned corporation.

Also enclosed is my check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified copy	52.50
	<u>\$ 122.50</u>

Please return the certified copy of Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Cordially yours,



ALLEN D. STOLAR

ADS:mf  
enclosures: as stated

E. CHESLER APR 4 1996

ARTICLES OF INCORPORATION

OF

AIR COMFORT MECHANICAL, INC.

ARTICLE I

NAME and MAILING ADDRESS

The name of the corporation shall be:

AIR COMFORT MECHANICAL, INC.

and its principal office and mailing address is:

c/o Roger B. Gerken  
321 North 70th Terrace  
Hollywood, FL 33024

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be:

SECTION I: To engage in the business of a heating, ventilation and air condition system contracting.

SECTION II: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

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SECTION III: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in this state or throughout the United States and elsewhere.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time, shall be 1,000 shares of Five (\$5.00) Dollars par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE V

##### RESTRICTIVE STOCK AGREEMENTS

Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

#### ARTICLE VI

##### ADDITIONAL POWERS

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock, may be issued and disposed of pursuant to resolution

of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### ARTICLE VII

##### 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 VII

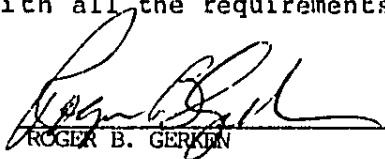
##### INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent and registered office is as follows:

ROGER B. GERKEN  
321 N. 70th Terrace  
Hollywood, FL 33024

##### Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



ROGER B. GERKEN

#### ARTICLE IX

##### INITIAL BOARD OF DIRECTORS

SECTION I: The number of Directors constituting the initial Board of Directors is 1.

SECTION II: The name and address of each of the members of the first Board of Directors is as follows:

ROGER B. GERKEN  
321 N. 70th Terrace  
Hollywood, FL 33024

SECTION III: The number of Directors may be increased or diminished from time to time in accordance with the By-Laws.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any employee, agent or other person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such persons involved in such action, suit or proceeding.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted, subject to this reservation.

ARTICLE XII

INCORPORATORS

The names and addresses of each of the subscribers to these Articles of Incorporation and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ROGER B. GERKEN	321 N. 70th Terrace Hollywood, FL 33024	100

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of March, 1996.

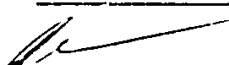
  
ROGER B. GERKEN

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NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA   )  
                          )SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared ROGER B. GERKEN, to me well known and known to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above, this 27th day of March, 1996.

  
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NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL  
ALLEN D STOLAR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC484150  
MY COMMISSION EXP. AUG. 4, 1999