

P96000049807

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA		
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DIVISION OF CORPORATION

SAB
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ARTICLES OF INCORPORATION

of

ARS CLIMATIC INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is ARS Climatic Inc. (the "Corporation").

SECOND: The street address of the initial principal office and the mailing address of the Corporation is 5850 San Felipe, Suite 500, Houston, Texas 77057.

THIRD: The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the registered agent of the Corporation at such address is C'I Corporation System.

FOURTH: The purpose of the Corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

FIFTH: The total number of shares of stock which the Corporation shall have the authority to issue is 1,000 shares of common stock, par value \$.01 per share ("Common Stock").

SIXTH: Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder on any matter submitted to the shareholders of the Corporation. The right to cumulative voting of shares of Common Stock is hereby expressly prohibited.

SEVENTH: The number of directors that shall constitute the whole Board of Directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. The election of directors need not be by written ballot, unless the Bylaws so provide.

EIGHTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly

authorized to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that the grant of such authority shall not divest the stockholders of the Corporation of the power, nor limit their power to adopt, amend or repeal the Bylaws.

NINTH: A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Ninth does not eliminate or limit the liability of a director to the extent the director is found liable for: (a) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (b) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (c) an unlawful distribution on the stock of the Corporation in violation of the Florida Business Corporation Act; (d) in a proceeding by or in the right of the Corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or (e) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard of human rights, safety, or property.

If the Florida Business Corporation Act or other applicable law is amended, after the date hereof, to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes or other applicable law, as so amended.

Any repeal or modification of this Article Ninth shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

TENTH: The name and mailing address of the sole incorporator are as follows:

Name	Mailing Address
Jonnie L. Callahan	Baker & Botts, L.L.P. 2001 Ross Avenue Dallas, Texas 75201

ELEVENTH: The powers of the sole incorporator shall terminate upon the filing of these Articles of Incorporation. The number of directors constituting the initial board of directors of the Corporation is one (1), and the name and mailing address of the person who is to serve as sole director of the Corporation until the first annual meeting of shareholders or until his successor is elected and qualified are as follows:

Name of Director

Mailing Address

John D. Held

c/o American Residential Services, Inc.
5850 San Felipe, Suite 500
Houston, Texas 77057

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of June 10, 1996 in her capacity as sole incorporator.



Jonnie L. Callahan, Incorporator

**ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501(3) OF THE FLORIDA BUSINESS CORPORATION ACT:**

CT Corporation System is familiar with and accepts the obligations provided for
in Section 607.0505 of the Florida Business Corporation Act.

Dated: June 10, 1996.

CT CORPORATION SYSTEM

By: 
Daniel R. Glatz
Asst Vice President
(Type Name of Officer)

(Title of Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ARS CLIMATIC INC., a Florida corporation P96000049807

INTO

CLIMATIC CORPORATION OF VERO BEACH, a Florida corporation, G78582.

File date: September 24, 1996 , effective September 27, 1996

Corporate Specialist: Annette Hogan