P96 0000 54793

of №52504

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Bella Blaze Inc

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ___ One Day Service   Regular ___ Two Day Service

To us via ___ Return via ___

Matter No.: ___ Express Mail No. ___

State Fee $ ___ Our $ ___

		C.C. FEE.	DISBURSED
	Capital Express℠		
	Art. of Inc. File		
	Corp. Record Search		
	Ltd. Partnership File		
	Foreign Corp. File		
	( ) Cert. Copy(s)		
	700001811 7001 -06/27/96--01039--010		
	Art. of Amend. File	****122.50	****122.50
	Dissolution/Withdrawal		
	C U S-		
	Fictitious Name File		
	Name Reservation		
	Annual Report/Reinstatement		
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	___ File No.'s, ___ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		
	SUBTOTALS		

96 JUN 27 PM 1:52
TALLAHASSEE, FLORIDA
FILED

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/27		
TIME	930		CK No.
BY	PP		

WALK-IN
Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days. 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

BILLY BLAZE, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

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95 JUN 27 PM 1:52
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Billy Blaze, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 12165 Metro Parkway, #24-B, Fort Myers, FL, 33912.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock", with par value of $1.00 per share.

The stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

> No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William A. Blaze, and his address is 12165 Metro Parkway, #24-B, Fort Myers, Florida, 33912, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of §607.034, Florida Statutes.

ARTICLE V - INCORPORATOR(S)

The number of the directors constituting the initial Board of Directors of the corporation is one, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the incorporator to these Articles of Incorporation is William A. Blaze at 12165 Metro Parkway, #24-B, Fort Myers, Florida, 33912.

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TALLAHASSEE, FLORIDA

ARTICLE VI - PERIOD OF EXISTENCE

The period of existence is perpetual.

ARTICLE VII - PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has executed these Articles of Incorporation this 21st day of June, 1996.

William A. Blaze
Incorporator and Registered Agent

P96000054793

LAW OFFICES OF
RICHARD A. COLLMAN

RICHARD A. COLLMAN
also licensed in Wisconsin
HEATHER W. HAWKINS

The Village
2340 Periwinkle Way, I-2
Sanibel, Florida 33957
Telephone (941) 472-6700
Fax (941) 472-5129

December 5, 1996

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

200002027882--4
-12/12/96--01099--006
*****35.00 *****35.00

Re: Billy Blaze, Inc.

Gentlemen/Madam:

I have enclosed the original and copy of the Articles of Amendment of Billy Blaze, Inc. along with a check in the amount of $35.00 for the filing fee.

Would you please file the original Articles of Amendment of Billy Blaze, Inc. and return the date stamped copy of the same to our office.

Thank you for your assistance in this matter.

Very truly yours,

Richard A. Collman

Richard A. Collman

RAC/hh
Enclosures
CC: William A. Blaze

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 AM 9:59

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TLL DEC 1 2 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 AM 9:59

ARTICLES OF AMENDMENT

OF

BILLY BLAZE, INC.

The undersigned incorporator(s), for the purpose of amending the Articles of Incorporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Amendment.

ARTICLE I NAME

The name of the corporation is Billy Blaze, Inc.

ARTICLE II NAME CHANGE

The name of the corporation shall be changed to Advanced Air and Refrigeration, Inc.

ARTICLE III AMENDMENT DATE

This amendment was adopted on the 6th day of December, 1996.

ARTICLE IV AMENDMENT APPROVAL

This amendment was recommended to the Shareholders of the corporation by the Board of Directors. This amendment was approved by the Shareholders of the corporation, after notice to each Shareholder, of a meeting held for that purpose on the 6th day of December, 1996. At said meeting 100 shares of the 100 outstanding shares of no par value common stock were represented. Of said 100 shares represented, 100 shares voted in favor of the adoption of the amendment and -0- shares were voted against the adoption of the amendment.

The undersigned has executed these Articles of Amendment this 6th day of December, 1996.

William A. Blaze, President

MINUTES OF THE SPECIAL MEETING

OF THE SHAREHOLDERS FOR

BILLY BLAZE, INC.

The Shareholders Special Meeting for the above-referenced corporation was held on the 6th day of December, 1996, at 11 o'clock a.m., at the location of 12165 Metro Parkway, #24-B, Fort Myers, Florida 33912.

The President of the corporation called the meeting to order and stated the object of the meeting and requested the election of a Chairman. Upon a motion made and carried, William A. Blaze was elected Chairman of the meeting.

The secretary reported that Waivers of Notice of Meeting for the time and place of the meeting were received and all shareholders are present in person.

The chairman then directed the secretary to call the roll of corporate shareholders from the share transfer book.

PRESENT IN PERSON:

SHAREHOLDER	NO. OF SHARES
William A. Blaze	100

The chairman declared that representation at the meeting duly constituted a quorum in compliance with the by-laws of the corporation.

The chairman then noted that the Board of Directors had recommended to the Shareholders that the Name of the corporation be changed. A motion was made, seconded and unanimously carried to change the Name of the corporation to Advanced Air and Refrigeration, Inc.

Upon motion made and carried, there being no further business requiring consideration, the meeting was adjourned.

DATED this 6th day of December, 1996.

William A. Blaze, President

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS FOR

BILLY BLAZE, INC.

The undersigned, constituting all of the Directors of the above-referenced corporation named in the Articles of Incorporation, do hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the 6th day of December, 1996, at 11:00 o'clock a.m., at 12165 Metro Parkway, #24-B, Fort Myers, Florida 33912. The Board of Directors waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

Any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the directors present thereat. The Board of Directors agree that any and all business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

DATED this 6th day of December, 1996.

DIRECTOR - William A. Blaze

WAIVER OF NOTICE OF

THE SPECIAL MEETING OF THE

SHAREHOLDERS OF

BILLY BLAZE, INC.

The undersigned, constituting all of the shareholders of the above-referenced corporation, do hereby agree and consent that the special meeting of the Shareholders of the corporation be held on the 6th day of December, 1996, at 11:00 o'clock a.m., at the location of 12165 Metro Parkway, #24-B, Fort Myers, Florida 33912. The corporate shareholders waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

The purpose of the shareholders meeting is to consider and vote on an amendment to the Articles of Incorporation. The amendment to the Articles of Incorporation was recommended to the shareholders by the Board of Directors for the purpose of changing the name of the corporation to Advanced Air and Refrigeration, Inc. A copy of the proposed Articles of Amendment of Billy Blaze, Inc. is attached to this Waiver of Notice.

Any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the shareholders present thereat. The corporate shareholders agree that any and all business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

DATED this 6th day of December, 1996.

SHAREHOLDER - William A. Blaze