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**Les Ellis**  
Attorney at Law

June 26, 1996

SECRETARY OF STATE  
-07/09/96--01099--014  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Florida Department of State  
Jim Smith, Sec. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Hobe Sound Air Conditioning, Inc.

Dear Sirs:

Please find enclosed herein the Articles of Incorporation for the above-mentioned corporation, and a check in the amount of \$122.50 for the filing of same.

Thank you for your attention to this matter.

Sincerely,

*Johann Ellis*  
Johann Ellis

/je

Enclosures/Art.check

FILED  
95 JUL -1 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/5/96  
TD

**ARTICLES OF INCORPORATION  
OF  
HOBE SOUND AIR CONDITIONING, INC.**

FILED  
95 JUL - 1 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is Hobe Sound Air Conditioning, Inc.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Stated Capital**

The corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid.

Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>Name</u>	<u>Address</u>
Michael J. Babione	12391 S.E. Indian River Drive South Hobe Sound, Florida 33455
Jeannie M. Babione	12391 S.E. Indian River Drive South Hobe Sound, Florida 33455

#### ARTICLE VI - Indemnification

The corporation shall indemnify and present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors, and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

#### ARTICLE VIII - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation

outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

**ARTICLE IX - Incorporator**

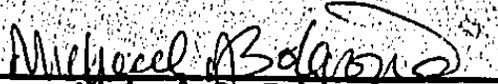
The names and addresses of the Incorporators to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Michael J. Babione	12391 S.E. Indian River Drive South Hobe Sound, Florida 33455
Jeannie M. Babione	12391 S.E. Indian River Drive South Hobe Sound, Florida 33455

**ARTICLE X - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 12391 S.E. Indian River Drive South, Hobe Sound, Florida 33455, the mailing address of the registered office of the corporation is 12391 S.E. Indian River Drive South, Hobe Sound, Florida 33455, and the name of the initial registered agent of the corporation at that address is Michael J. Babione. The principal address and the registered office address are the same.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Michael J. Babione

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby executes these articles of incorporation this 25<sup>th</sup> day of June, 1996.

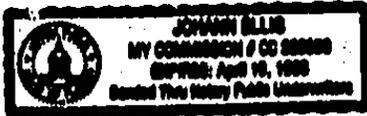
  
\_\_\_\_\_  
Michael J. Babione

  
\_\_\_\_\_  
Jeannie M. Babione

STATE OF FLORIDA )  
COUNTY OF MARTIN )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL J. DABIONE and JEANNIE M. BABIONE, known to me and known by me to be the persons who executed the foregoing articles of incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 25<sup>th</sup> day of June, 1996, at 8998 S.E. Bridge Road, Hobe Sound, Martin County, Florida.



*Johann Blis*  
Notary Public  
State of Florida at Large  
My Commission Expires:

FILED  
96 JUL -1 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA