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BRYAN J. KIEFER, J.A.
Attorney at Law

126 N.W. Eglin Parkway
Fort Walton Beach, Florida 32548
(904) 664-2705
Fax (904) 664-7953

185 Crystal Beach Dr., Suite 205A
Destin, Florida 32541
(904) 650-2880
Fax (904) 650-2881

Please Respond To: FORT WALTON BEACH

July 9, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

FILED
96 JUL 12 PM 1:53
TALLAHASSEE, FLORIDA
SECRET

Re: Articles of Incorporation for
KEITH'S HEAT AND AIR CONDITIONING, INC.

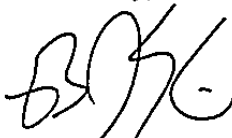
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Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for Genovese Investment Corporation, together with our firm's trust account check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Bryan J. Kiefer

encl.

X
7-15-96

ARTICLES OF INCORPORATION
FOR
KEITH'S HEAT AND AIR CONDITIONING, INC.

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TALLAHASSEE, FLORIDA

Article I.

Corporate Name

The name of this corporation is KEITH'S HEAT AND AIR
CONDITIONING, INC.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this
Corporation is to engage in any and all business permitted under
the laws of the State of Florida.

Article III.

Capital Stock

The maximum number of shares of stock that this Corporation is
authorized to issue and have outstanding at any one time is 100
shares of common stock having a par value of One Dollar (\$1.00) per
share.

Article IV.

Term of Existence

This Corporation shall have perpetual existence commencing
upon filing of these Articles of Incorporation.

Article V.

Pre-Emptive 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 the issuance of fractional shares) at the price at which it is offered to others.

Article VI.

Registered Agent and Initial Registered and Principal Office

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be:

Nancy Lee Bass

16 Vance Ave.
Niceville, Florida 32578

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VII.

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

Article VIII.

Initial Directors

The name of the initial directors of this Corporation and their addresses are:

Keith Alan Bass	16 Vance Ave. Niceville, Florida 32578
Nancy Lee Bass	16 Vance Ave. Niceville, Florida 32578

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX.

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Nancy Lee Bass	16 Vance Ave. Niceville, Florida 32578
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Article X.

Cumulative Voting

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

Article XI.

Amendment

These Articles of Incorporation may be amended in the following manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 10th day of June, 1996.

Nancy Lee Bass
NANCY LEE BASS

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 10th day of June, 1996, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared NANCY LEE BASS, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

X To me personally known

— Identified by Driver's License Number _____
issued by the State of _____.


Notary Public

Typed Name: Bryan J. Kiefer

My Commission Expires: _____

Commission _____



BRYAN J. KIEFER
My Commission CC338018
Expires Dec. 13, 1997
Bonded by HAI
800-422-1555

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I, NANCY LEE BASS, am hereby familiar with and accept the duties and responsibilities as Registered Agent for KEITH'S HEAT AND AIR CONDITIONING, INC.

Nancy Lee Bass
NANCY LEE BASS
Registered Agent