

P960000071623

JOSEPH G. BYWATER

P. O. DRAWER 2807
LAKELAND, FLORIDA 33806-2807

PHONE: 941 / 686-5109

August 22, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600001933226
-08/27/96--01124--011
*****70.00 *****70.00

Re: Kencin Products, Inc.

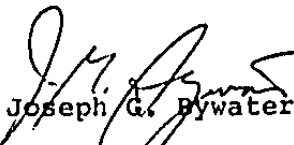
Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$70.00
representing the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater
JGB/mc

Enclosures

c: Kencin Products, Inc.

FILED
56 AUG 26 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.28.96
JR

ARTICLES OF INCORPORATION
OF
KENCIN PRODUCTS, INC.

FILED
JAN 16 1983
TALLAHASSEE
FLORIDA

ARTICLE I - NAME

The name of this corporation is Kencin Products, Inc. and the business address of this corporation is 2508 North Crystal Lake Drive, Lakeland, Florida, 33801.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: production of parts for air conditioning units and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

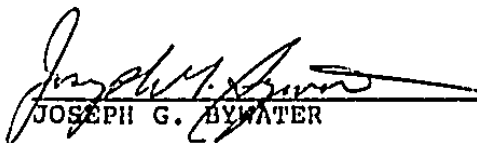
Kenneth R. Elliott
3016 Warrington Avenue
Lakeland, Florida 33803

Cindy L. Elliott
3016 Warrington Avenue
Lakeland, Florida 33803

ARTICLE VII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 22nd day of August, 1996.


JOSEPH G. BYWATER

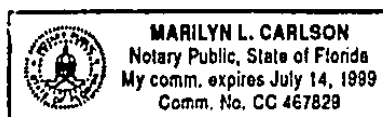
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 22 day of August, 1996.


NOTARY PUBLIC
Marilyn L. Carlson

Commission Expires
Commission Number
Notary Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT KENCIN PRODUCTS INC.

WITH ITS PLACE OF BUSINESS AT: LAKELAND, POLK COUNTY, FLORIDA

HAS NAMED: JOSEPH G. BYWATER

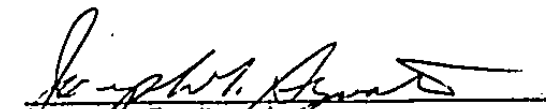
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 100B

CITY OF LAKELAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: August 22, 1996



Joseph G. Bywater
Registered Agent

FILED
56 AUG 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA