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PROPERTY & FINANCIAL SERVICES

P96000083870

ACCOUNT NO. : 072100000032

REFERENCE : 110057 82378A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ PPD

ORDER DATE : October 4, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 110057

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
SAFRON ROONEY & DZURAK

P.O. Box 400

Punta Gorda, FL 33951-0400

300001965983
-10/07/96--01002--019
*****70.00 *****70.00

DOMESTIC FILING

NAME: AIRCO HEATING AND COOLING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 OCT -4, PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4, PM 3:37
DIVISION OF CORPORATION

W-21115
16R 10-7
10-10-96

JOHN S. DZURAK
ATTORNEY AT LAW
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

Mailing Address:
Post Office Box 400
Punta Gorda, Florida 33951-0400

October 2, 1996

Phone: (941) 639-3171
Fax: (941) 639-3634

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

Re: AIRCO HEATING AND COOLING CORPORATION

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for AIRCO HEATING AND COOLING CORPORATION.

Also enclosed is a check in the amount of \$70.00 with regards to the following:

\$35.00 - Filing Fee

\$35.00 - Fee for Resident Agent.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter,

Sincerely,


JOHN S. DZURAK

JSD:gg
enclosures

cc: Kevin Cheek



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: AIRCO HEATING AND COOLING CORPORATION
Ref. Number: W96000021115

We have received your document for AIRCO HEATING AND COOLING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00045618

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 OCT 10 PM 12:20
DIVISION OF CORPORATION

10/10/96

08:41

ROONEY DZURAK ATTORNEYS AT LAW

002

FILED
26 OCT -4 PM 3:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AIRCO HEATING AND COOLING CORPORATION

I, the undersigned, JOHN S. DZURAK, ESQUIRE, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

AIRCO HEATING AND COOLING CORPORATION

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in

Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 2182 Taunt Street, Port Charlotte, Florida 33948, and the name of it's initial Registered Agent is KEVIN CHEEK, whose mailing address is 2182 Taunt Street, Port Charlotte, Florida 33948. The mailing address of the corporation is 2182 Taunt Street, Port Charlotte, Florida 33948.

A Certificate Designating registered office and registered agent signed by Kevin Cheek as Registered Agent is attached hereto as Exhibit a.

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN CHEEK	2182 Taunt Street Port Charlotte, Florida 33948
EDWARD R. CHEEK	22128 Lancaster Avenue Port Charlotte, Florida 33952

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be KEVIN CHEEK, the first Vice President of the corporation

shall be EDWARD R. CHEEK, and the first Secretary/
Treasurer shall be KEVIN CHEEK. Said officers shall,
likewise, hold office for the first year of existence of the
corporation, or until his successor is elected and has
qualified.

XI.

The names and post office addresses of the sub-
scribers hereto, the number of share of stock each agrees to
take, and the amount to be paid therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
KEVIN CHEEK	2182 Taunt Street Port Charlotte FL 33948	100	\$1000.00

The aggregate value of such shares shall not be
less than the paid sum of One Thousand Dollars of capital,
within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed
above may not be sold or otherwise transferred to other

persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

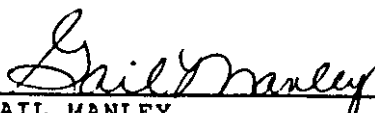
This corporation, through the consent and election of its shareholders, shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

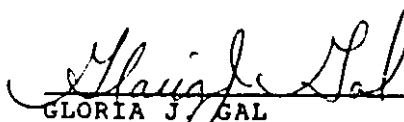
This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which

section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 2nd day of October, 1996.


GAIL MANLEY


JOHN S. DZURAK, ESQ.

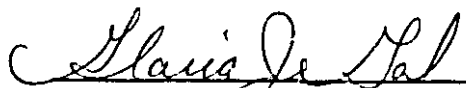

GLORIA J. GAL

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 2nd day of October, 1996, by JOHN S. DZURAK, ESQUIRE who is personally known to me.

My commission expires:


GLORIA J. GAL
Notary Public
State of Florida at Large

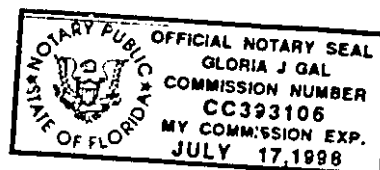
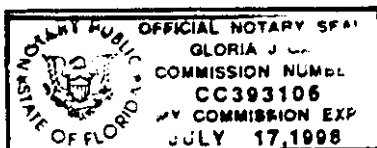


EXHIBIT "A"

CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT

That AIRCO HEATING AND COOLING CORPORATION, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 2182 Taunt Street, Port Charlotte, Florida 33948, has named KEVIN CHERK located at 2182 Taunt Street, Port Charlotte, Florida, 33948 and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for AIRCO HEATING AND COOLING CORPORATION, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: September 23, 1996.



KEVIN CHERK
Registered Agent

FILED
96 OCT -4 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA