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TALLAHASSEE, FL 32301-3607
901-222-0100
901-222-0111

800-342-8086

P96000089193



PRESIDEL HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 136210 80354A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 29, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 136210-005

EFFECTIVE DATE
10-28-96

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10/29/96-01/26-015
****122.50 ****122.50

CUSTOMER NO: 80354A

CUSTOMER: Ms. Debbie Fricke
WINDERWEEDLE HAINES WARD &
WOODMAN, PA
Suite 1490
390 North Orange Avenue
Orlando, FL 32802-1391

DOMESTIC FILING

NAME: BUILDING SYSTEMS MANAGEMENT
GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS:

KR
10-30-96

FILED
95 OCT 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 29 AM 1:25
EXAMINER'S INITIALS
Kellie K Beumer

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
ATTORNEYS AT LAW

J P. CAROLAN, III
JAMES EDWARD CHEEK, III
J. JEFFREY DEERY
JOHN H. DYER, JR.
DYKES C. EVERETT
NANCY B. FREEMAN
JOHN D. M. HAINES
GREGORY L. HOLZHAUER
PAULA P. LIGHTBEY

W. H. WINDERWEEDLE (1908-1931)
WILLIAM H. HAINES (1938-1968)

BANNETT BANK BUILDING
350 PARK AVENUE, SOUTH
6TH FLOOR
POST OFFICE BOX 810

WINTER PARK, FL 32790-0880

TELEPHONE (407) 423-4246
FAX (407) 648-3728

W. H. WINDERWEEDLE (1908-1931)
WILLIAM H. HAINES (1938-1968)

BANNETT BANK CENTER
300 NORTH ORANGE AVENUE
14TH FLOOR
POST OFFICE BOX 1381

ORLANDO, FL 32803-1891

TELEPHONE (407) 423-4246
FAX (407) 423-7014

ROBERT P. MAJON
C. BRENT McCAGHREN
WILLIAM H. ROBINSON, JR.
HANOLPH J. RUSH
THOMAS A. SIMBER, JR.
WILLIAM A. WALKER II
HAROLD A. WARD, III
ALLISON L. WARREN
W. ORAHAM WHITE
VICTOR C. WOODMAN

REPLY TO:
Orlando

October 28, 1996

Via: Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
10.29.96

Re: Building Systems Management Group, Inc.

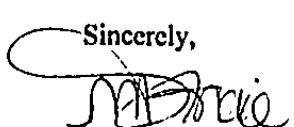
Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced company:

1. The executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned and;
3. A check in the amount of \$122.50 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,



M. Deborah Fricke
Corporate Legal Assistant

MDF:cac
Enclosures

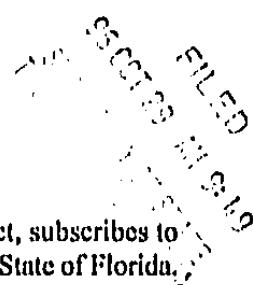


OFFICIAL
10-28-96

ARTICLES OF INCORPORATION

OF

BUILDING SYSTEMS MANAGEMENT GROUP, INC.



The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

BUILDING SYSTEMS MANAGEMENT GROUP, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the 28th day of October, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office:
Initial Registered Office and Agent**

The street address and the mailing address of the initial corporate office of this Corporation is 1803 Park Center Drive, Suite 201, Orlando, Florida 32835. The street address of the registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the initial registered agent at that address is Randolph J. Rush.

ARTICLE VI - Incorporator

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

Name
Randolph J. Rush

Address
250 Park Avenue South
Winter Park, Florida 32789

ARTICLE VII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

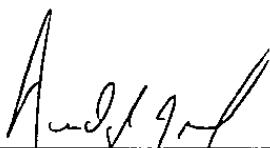
ARTICLE VIII - Amendment to Articles

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

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of October, 1996.



Randolph J. Rush, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of October, 1996, by Randolph J. Rush. He is personally known to me or has produced id as identification and [did/did not] take an oath.

HeLEN WELD

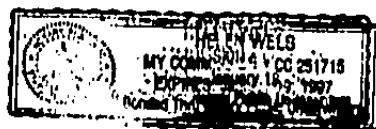
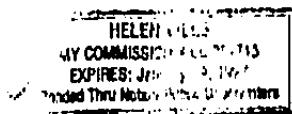
NOTARY SIGNATURE

HELEN WELD

NOTARY NAME PRINTED

Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Building Systems Management Group, Inc.

Randolph J. Rush

Randolph J. Rush

96 OCT 29 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLA.

FILED