

1201 HAYS STREET  
TALLAHASSEE, FL 32301-7607

800-342-8086

**P96000089/93**



PROFESSIONAL  
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

100001989301--4

-10/29/96--01128--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:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 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, FL 32301

95 OCT 29 PM 1:28  
CLERK OF COURT  
TALLAHASSEE, FL 32301

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

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

W. B. WINDERWEEDLE (1908-1978)  
WILLIAM B. HAINES (1908-1985)

BARNETT BANK BUILDING  
250 PARK AVENUE, SOUTH  
8TH FLOOR  
POST OFFICE BOX 880

WINTER PARK, FL 32780-0880

TELEPHONE (407) 423-4246  
FAX (407) 548-3728

BARNETT BANK CENTER  
390 NORTH ORANGE AVENUE  
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ROBERT P. MAJOR  
C. BRENT MCCAGHEN  
WILLIAM H. ROBINSON, JR.  
RANDOLPH J. RUSH  
THOMAS A. SIMSER, JR.  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
ALLISON L. WARREN  
W. GRAHAM WHITE  
VICTOR E. 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  
10.28.96

Re: Building Systems Management Group, Inc.

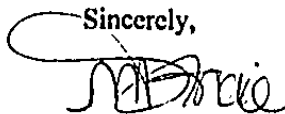
Dear Sir/Madam:

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



WINDERWEEDLE  
HAINES WARD  
& WOODMAN, P.A.

[ - 1931



EFFECTIVE  
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.

FILED  
OCT 29 1996  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

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.

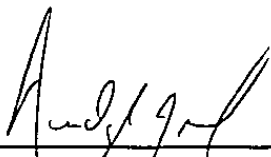
ARTICLE VIII - Amendment to Articles

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

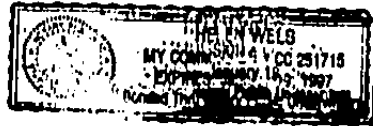
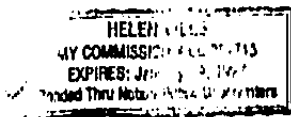
The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 1996, by Randolph J. Rush. He is personally known to me or has produced N/A as identification and [did/did not] take an oath.

  
NOTARY SIGNATURE

HELEN WELLS  
NOTARY NAME PRINTED

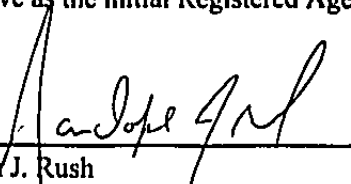
Notary Public

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

\\USER\DEBBIE\CORP\INCORP\BUILDSYS.INC\BUILDSYS.ART

FILED  
95 OCT 28 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA