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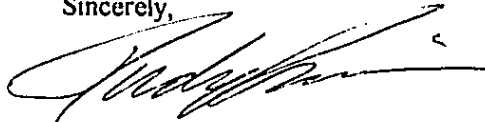
November 12, 1996

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RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed you will find our request to form a corporation "Alltech Central Services Inc."
Our check for \$122.50 for incorporation and a certified copy is also enclosed.
Thank You.

Sincerely,



Rudolph V. Vivona
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF
--

ALLTECH CENTRAL SERVICES INC.

THE UNDERSIGNED INCORPORATOR TO THESE ARTICLES OF
INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT,
HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

ALLTECH CENTRAL SERVICES INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS
CORPORATION IS: AIR CONDITIONING SALES & SERVICE AND
TO ENGAGE IN ANY ACTIVITY OR
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND
OF THIS STATE.

TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, TO
PURCHASE OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, MAINTAIN,
WORK, DEVELOP, SELL, LEASE, EXCHANGE, HIRE, CONVEY,
MORTGAGE, OR OTHERWISE TO DISPOSE OF AND DEAL IN, LANDS AND
LEASE HOLDS, AND ANY INTEREST, ESTATE AND RIGHTS IN REAL
PROPERTY, AND ANY PERSONAL OR MIXED PROPERTY, AND ANY
FRANCHISES, RIGHTS, LICENSES OR PRIVILEGES NECESSARY,
CONVENIENT OF APPROPRIATE FOR ANY OF THE PURPOSES HEREIN
EXPRESSED.

TO EXERCISE ALL THE POWERS NOW GRANTED TO THIS TYPE OF
CORPORATION UNDER FLORIDA LAW, AND ALL POWERS SUBSEQUENTLY
AUTHORIZED OR GRANTED BY LAW OF PRIVATE CORPORATIONS.

THE FOREGOING CLAUSES SHALL BE CONSTRUCTED BOTH AS OBJECTS
AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE
FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD
TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS
CORPORATION.

ARTICLES III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS SEVENTY FIVE HUNDRED. THE PAR VALUE OF THE STOCK WILL BE \$1.00 PER SHARE.

ARTICLES IV

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLES V

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:
8843 BUTTERNUT BLVD
ORLANDO, FL 32817

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLES VI

THIS CORPORATION SHALL HAVE ONE DIRECTOR, 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.

ARTICLES VII

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS IS:

RUDOLPH V. VIVONA
8843 BUTTERNUT BLVD
ORLANDO, FL 32817

ARTICLES VIII

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RUDOLPH V. VIVONA
8843 BUTTERNUT BLVD
ORLANDO, FL 32817

ARTICLES IX

THE NAME AND POST OFFICE ADDRESS OF THE OFFICER OF THIS CORPORATION IS AS FOLLOWS:

RUDOLPH V. VIVONA, PRESIDENT
8843 BUTTERNUT BLVD
ORLANDO, FL 32817

ARTICLES X

THE CORPORATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR WHO HAVE SERVED AT ANY TIME AS DIRECTOR OR OFFICER, OR WHO AT THE REQUEST OF THE BOARD OF DIRECTORS OF THE CORPORATION MAY SERVE OR AT ANY TIME HAVE SERVED AS DIRECTOR OR OFFICER OF ANOTHER CORPORATION IN WHICH THE CORPORATION AT SUCH TIME OWNED OR MAY OWN OWN SHARES OF STOCK OR OF WHICH IT WAS OR MAY BE A CREDITOR, AND THEIR RESPECTIVE HEIRS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, AGAINST ANY AND ALL EXPENSES, INCLUDING AMOUNTS PAID UPON JUDGEMENTS, COUNSEL FEES, AND AMOUNTS PAID IN SETTLEMENT (BEFORE OR AFTER SUIT IS COMMENCED), ACTUALLY AND NECESSARILY INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OF SETTLEMENT OF ANY CLAIM, ACTION, SUIT, OR PROCEEDING IN WHICH HE, OR ANY OF THEM, ARE MADE PARTIES, OR A PARTY, OF WHICH MAY BE ASSERTED AGAINST THEM OR ANY OF THEM, BY REASON OF BEING A DIRECTOR OR OFFICER OF THE CORPORATION, OR OF SUCH OTHER CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY SUCH DIRECTOR OR OFFICER OR FORMER DIRECTOR OR OFFICER OR PERSON SHALL BE ADJUDGED IN ANY ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR HIS OR HER OWN NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS OR HER DUTY. SUCH IDEMNIFICATION SHALL BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, BY-LAW, AGREEMENT, VOTE OF THE STOCKHOLDER, OR OTHERWISE, AND THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI

THE REGISTERED OFFICE SHALL BE AT 8843 BUTTERNUT BLVD ORLANDO, FL 32817 , AND THE REGISTERED AGENT AT THAT SAME ADDRESS IS RUDOLPH V. VIVONA.

ARTICLE XII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE HOLDER OR HOLDERS OF A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.



RUDOLPH V. VIVONA, PRESIDENT

STATE OF FLORIDA
COUNTY OF ORANGE

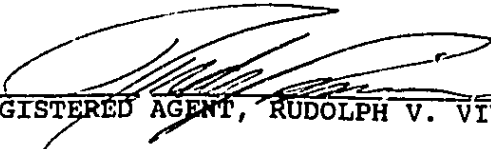
I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DUTY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED RUDOLPH VIVONA. HE IS WELL KNOWN TO ME OR HAS PRODUCED IDENTIFICATION IN THE FORM OF A FLORIDA DRIVERS LICENSE AND DID TAKE AN OATH. SHE IS WELL KNOWN TO ME TO BE THE PERSON DESCRIBED AS THE INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT SHE SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION. SWORN TO AND SUBSCRIBED BEFORE ME, WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 12th day of November, 1996.


NOTARY PUBLIC
My commission expires:



Valerie E.J. Champion
MY COMMISSION # CC541133 EXPIRES
March 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

I HAVING BEEN NAMED REGISTERED AGENT FOR ALLTECH
CENTRAL SERVICES INC. AGREE TO ACCEPT SERVICE OF PROCESS OF
SAID CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE. I HEREBY AGREE TO ACT IN THE CORPORATION'S
BEST INTEREST AND AGREE TO COMPLY WITH THE PROVISIONS OF THE
CORPORATION ACT OF FLORIDA.


REGISTERED AGENT, RUDOLPH V. VIVONA

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TALLAHASSEE, FLORIDA