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342-818
TALLAHASSEE, FL 32307
904-222-9171
904-222-0393 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 171380 7119549

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

FILED
96 DEC -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 2, 1996

ORDER TIME : 3:44 PM

ORDER NO. : 171380-005

CUSTOMER NO: 7119549

600002017806--1

CUSTOMER: Mr. Thao M. Huynh
MR. THAO M. HUYNH

238 N. Griffin Dr.

Casselberry, FL 32707

DOMESTIC FILING

NAME: NUTONE INC.

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: Thelmon Washington

EXAMINER'S INITIALS:

DEC 3 1996

BSB

RECEIVED
96 DEC -3 AM 9:57
DIVISION OF CORPORATION

W96-25213

Xh
123-96



RECEIVED

96 DEC 3 PM 3:24

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATION

December 3, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AUTONE INC.
Ref. Number: W96000025213

RESUBMIT
Please give original
submission date as file date.

We have received your document for AUTONE INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00054160

ARTICLES OF INCORPORATION
OF
NUTONE INC.

FILED
96 DEC -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NUTONE INC.

The address of the principal office of this corporation shall be 238 North Griffin Drive, Casselberry, Florida 32707, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Thao M. Huynh
Dir.

238 North Griffin Drive
Casselberry, Florida 32707

FILED
96 DEC -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 2, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

ADM/THW