

P97000003046

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Mechanical Air  
Services, Corporation

800002275699--4

-08/25/97--01024--019

\*\*\*\*\*35.00 \*\*\*\*\*35.00

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- ☒ Art. of Amend. File Restated
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: JR

Name \_\_\_\_\_

Date 8/21

Time 12:55

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 28 PM 2:04

RECEIVED  
97 AUG 25 AM 10:19  
DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 26, 1997

Capital Connections, Inc.

Tallahassee, FL 32302

**SUBJECT: MECHANICAL AIR SERVICES CORP.**  
Ref. Number: P97000003046

We have received your document for MECHANICAL AIR SERVICES CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The present name of the corporation is MECHANICAL AIR SERVICES CORP. Please correct the name throughout the document. Or, if the name is changing to MECHANICAL AIR SERVICES, CORPORATION, the old name needs to be indicated somewhere in the document???

The registered agent can be changed in the restated articles of incorporation by indicating the agent's name and address and an acceptance can be attached to the restated articles. If the statement of change form is filed, it is considered another document and a fee of \$35 is required.

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 (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 197A00042910

Restated Articles of Incorporation 97 AUG 28 PM 2:04  
of Mechanical Air Services, Corporation

The restatement was adopted by the board of directors and does not include any amendment requiring shareholder approval.

I. The name of the Corporation is Mechanical Air Services, Corporation.

II. The principal office of the Corporation in the State of Florida is located at 2415 Liela Lee Court, Ocoee, in Orange County, Florida. Its registered agent at that address is Kimberly Taylor.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to the sale, installation, and maintenance of commercial air-conditioning units and accouterments; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is seven thousand five hundred (7500) shares of common stock, each share having the par value of one dollar (\$1.00).

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board of Directors may, in authorizing the issuance of shares of stock of any class,

confer certain preemptive rights that they or it may deem advisable in connection with such issuance.

C. The Shareholders or the Board of Directors may authorize the issuance of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws and by the Corporation's IRC Subchapter S status.

D. The Shareholders or the Board of Directors may, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights; voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock; so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The name and mailing address of the incorporator is: Elsie Sanchez, 343 Almeria Avenue, Coral Gables, FL 33134. The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Kimberly Taylor), one or more Vice Presidents (presently denominated as Douglas Taylor and Charles Larsen), a Secretary (presently denominated as Kimberly Taylor), a Treasurer (presently denominated as Douglas Taylor), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities, including all Shareholder meetings, shall be undertaken and completed by the Shareholders and Corporate officers, unless a Board of Directors is nominated and approved by the Shareholders as more specifically defined below. Pursuant to §607.0732(1), passim, Fla. Stat., the Shareholders have agreed to eliminate the need for a Board of Directors until such time as a Board of Directors becomes necessary for the exercise of the Corporate activities.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow. In the interim, the Corporation shall be governed by the Shareholders.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of January, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors, if any, shall be elected at the annual meeting of the Shareholders.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in these Restated Articles, or as otherwise may be provided by Florida law or statute.

XXIII. The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code.

A. The Shareholders may elect and, if elected, shall continue such election to be an S Corporation unless the Shareholders unanimously agree otherwise in writing.

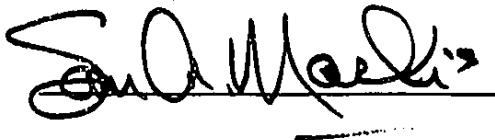
B. After this Corporation has elected to be an S Corporation, none of the Shareholders without the written consent of all the Shareholders shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock which will result in the termination or revocation of such election to be an S Corporation.

C. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

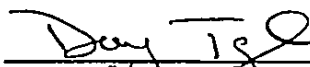
"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986."

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 12 day of August, 1997.

Witness:



Mechanical Air Services, Corporation

By:   
Douglas Taylor, Incorporator,  
Officer

Statement of Change of Registered Office or Registered  
Agent or Both for Corporations

Pursuant to the provisions of §§ 607.0502, or 607.1508, Fla. Stats., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is Mechanical Air Services, Corporation.

1a. Date of incorporation January 10, 1997. Document number P97000003046.

2. The name and address of the current registered agent and office is AmeriLawyer Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

3. The name and address of the new registered agent and office is Kimberly Taylor, 2415 Liela Lee Court, Ocoee, Florida 34761.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

*Kimberly Taylor*  
Kimberly Taylor, Registered Agent

Date: 8-14-97, 1997

Approved:

*Doug Taylor*

Douglas Taylor, Vice President

Date: 8-14-97, 1997

201688

P97000003046

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

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-07/02/97--01079--008

\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MECHANICAL AIR SERVICES CORP P97000003046  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk-In ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/  
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 JUL -2 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUL -2 PM 1:32

Examiner's Initials

Per Doug Taylor  
OK to change  
name - Sf



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**FILED**  
97 JUL -2 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MECHANICAL AIR SERVICES. CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** The address of the Corporation shall be changed to 1583 East Silver Star Road, Suite 101, Ocoee, Florida 34761.

**SECOND:** Article 5 of the Articles of Incorporation provides:

President:	Kimberly Taylor
Vice-President:	Rita Strifler
Secretary:	Wayne Strifler
Treasurer:	Douglas Taylor

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 5 shall be amended to state:

President:	Kimberly Taylor
Vice-President:	Charles Larsen
Secretary:	Kimberly Taylor
Treasurer:	Douglas Taylor

whose addresses shall be the same as the principal address of the Corporation.

**FOURTH:** Article 1 shall be amended to change name to:  
**MECHANICAL AIR SERVICES, CORPORATION**



**FOURTH:** Article 6 of the Articles of Incorporation states Director(s) as:

Kimberly Taylor  
Douglas Taylor  
Rita Strifler  
Wayne Strifler

**FIFTH:** Article 6 shall be changed to state Director(s) as:

Kimberly Taylor  
Douglas Taylor

whose addresses shall be the same as the principal address of the Corporation.

**SIXTH:** The date of the adoption of this amendment is the 19 June 1997.

**SEVENTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**EIGHTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 19 June 1997.

  
\_\_\_\_\_  
Kimberly Taylor, Chairman of the Board of  
Directors

ARTAMEND.PRES



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