

P970000 13582

Air Florida Heating & Cooling, Inc.
2873 Eagle Point Rd.
Middleburg, FL 32068

December 2, 1996

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

Comer
Please find enclosed the required documents to incorporate the business known as ~~Air Florida Heating & Cooling, Inc.~~ in the State of Florida.

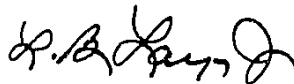
I have included two(2) original sets of the Articles of Incorporation, Transmittal Letter, Certificate of Designation/Registered Agent/Registered office.

If there are any errors or if you need any additional information, please contact me at:

North Florida Management Systems, Inc.
369 Blanding Blvd., Ste. N-2
Orange Park, FL 32073
904/272-3382

500002027315--2
-12/12/96--01061--011
****122.50 ****122.50

Regards,



L. B. Laye, Jr.
for

Air Florida Heating & Cooling, Inc.

97
DEC 12 1996
FEB 10 1997

w96-26232

EFFECTIVE DATE
1/1/97

SIN FEB 10 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

L.B. LAYE, JR.
2873 EAGLE POINT RD.
MIDDLEBURG, FL 32068

SUBJECT: AIR FLORIDA HEATING & COOLING, INC.
Ref. Number: W96000026232

We have received your document for AIR FLORIDA HEATING & COOLING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 996A00055754

Don K. Comer
2873 Eagle Point Road
Middleburg, FL 32068
(904) 282-1720

February 8, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Attention: Sandy Ng
P.O. Box 6327
Tallahassee, FL 32314

RE: 996A00055754

Dear Ms. Ng:

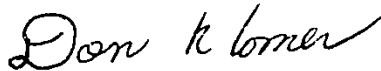
This is in response to your letter dated December 13, 1997 (copy enclosed).

Thank you for informing me that my request to designate AIR FLORIDA HEATING & COOLING, INC. for my business is unavailable.

As requested, enclosed is my corrected document in which the entity name of COMER HEATING & COOLING, INC. is being requested for the use of my business.

Thank you again for your assistance in this matter. If you should have any questions regarding this request, please contact me at the address shown above.

Sincerely,


Don K. Comer

RECEIVED
1/1/97

ARTICLES OF INCORPORATION

OF

COMER HEATING & COOLING, INC.

1/1/97

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts as an incorporator to form a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is COMER HEATING & COOLING, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 1, 1997.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 2873 EAGLE POINT RD. MIDDLEBURG, FL 32068. The name of the initial registered agent at that address is DON KENNETH COMER. The signature of DON KENNETH COMER, as incorporator of COMER HEATING & COOLING, INC. indicates that he accepts the duties and obligations of the position of registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall initially have two directors. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The names and addresses of the members of the first Board of Directors are:

Chairman of the Board

DON KENNETH COMER
2873 EAGLE POINT RD.
MIDDLEBURG, FL 32068

Member

MARTHA J. COMER
2873 EAGLE POINT RD.
MIDDLEBURG, FL 32068

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:
2873 EAGLE POINT RD.
MIDDLEBURG, FL 32068

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is: DON KENNETH COMER 2873 EAGLE POINT RD. MIDDLEBURG, FL 32068. The incorporator of the corporation assigns to this corporation the rights under section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date existence begins.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 2ND DAY OF DECEMBER, 1996.


DON KENNETH COMER

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COMER HEATING & COOLING, INC.

2. The name and address of the registered agent and office is:

DON KENNETH COMER
(NAME)

2873 EAGLE POINT RD.
(P.O. BOX NOT ACCEPTABLE)

MIDDLEBURG, FL 32068
(CITY/STATE/ZIP)

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 Don K Comer

DATE 12/2/96