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CLIFFORD M. ABLES, III, P.A.

Attorney and Counselor at Law

457 South Commerce Avenue
Sebring, Florida 33870

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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February 14, 1997

*Return to
VW REP*

Attorneys' Title Insurance Fund, Inc.
Attn: Barbara
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

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RE: GLEN SMITH AIR CONDITIONING AND HEATING, INC.

Dear Barbara:

Enclosed please find original and one copy of Articles of Incorporation and Certificate Designating registered Agent for the above-referenced corporation. Please immediately walk these Articles of Incorporation to the Secretary of State on Monday, February 17th, and return a certified copy to me in the federal express envelope provided. A check in the amount of \$122.50 payable to "Secretary of State" is enclosed to cover the following charges:

| | |
|------------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| TOTAL | \$122.50 |

Also enclosed is a check in the amount of \$10.00, payable to "Attorneys' Title Insurance Fund, Inc." This check represents your fee.

Thank you for your prompt attention and cooperation in this matter.

Sincerely,

CM Ables

Clifford M. Ables, III

CMA:meg

Enclosures - as stated above

cc: Client

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DIVISION OF CORPORATIONS

D. BROWN FEB 17 1997

**ARTICLES OF INCORPORATION
OF**

GLEN SMITH AIR CONDITIONING AND HEATING, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is **GLEN SMITH AIR CONDITIONING AND HEATING, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The principal office place of business shall be:

6416 Prince Avenue, Sebring, Florida 33872

The mailing address of this corporation shall be:

6416 Prince Avenue, Sebring, Florida 33872

ARTICLE V. CAPITAL STOCK.

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.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The

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number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the initial director of this Corporation is:

JOHN WILKES
2709 Rochester Street
Avon Park, Florida 33825

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Clifford M. Ables, III
457 South Commerce Avenue
Sebring, Florida 33870

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

JOHN WILKES
2709 Rochester Street
Avon Park, Florida 33825

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

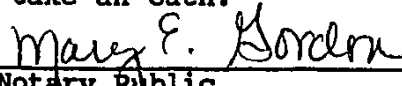
Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14 day of Feb., 1997.

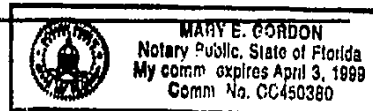

JOHN WILKES, President

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 14th day of February, 1997, by JOHN WILKES who is personally known to me or who has produced his driver's license as identification and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and who did take an oath.


Notary Public
Printed Name:

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, 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:

GLEN SMITH AIR CONDITIONING AND HEATING, INC.

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

CLIFFORD M. ABLES, III
457 South Commerce Avenue
Sebring, Florida 33870

Signature John Wells

Title Incorporator

Date February 14, 1997

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 CM Ables
CLIFFORD M. ABLES, III

Date February 14, 1997