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ACCOUNT NO. : 072100000032

REFERENCE : 297219 7101387

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 18, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 297219-005

CUSTOMER NO: 7101387

CUSTOMER: A. Dean Hoolihan, Esq
A. DEAN HOOLIHAN, ESQ

2790 Sunset Point Road

Clearwater, FL 34619

COMMERCIAL FILING
FEE \$122.00
FEE \$122.00

DOMESTIC FILING

NAME: SUPERIOR HEATING AND COOLING
MANAGEMENT OF PASCO COUNTY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

FILED
97 MAR 18 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 19 1997

67-111-01-000-15
02-11-1997

Law Offices Of

A. DEAN HOOLIHAN, P.A.

*Civil Litigation
Corporate & Business Law
Marital & Family Law*

2790 Sunset Point Road
Clearwater, FL 34619
Telephone: (813) 796-1201
Fax: (813) 726-0371

*Real Estate Law
Personal Injury & Wrongful Death
Wills, Trusts & Probate*

March 17, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Superior Heating and Cooling
Management of Pasco County, Inc.

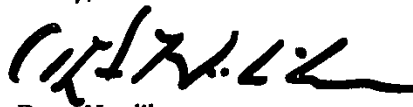
Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the fee. Please provide Corporate Information Services with the certified copy of the Articles of Incorporation.

In your records you will find a Superior Heating and Cooling Management, Inc. in Oldsmar. This corporation is owned by the same individuals.

If you have any questions or problems, do not hesitate to contact our office.

Sincerely,



A. Dean Hoolihan

ADH:jmh

Enclosures

cc: Mr. Chris Swanson

**ARTICLES OF INCORPORATION
OF
SUPERIOR HEATING AND COOLING MANAGEMENT
OF PASCO COUNTY, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is SUPERIOR HEATING AND COOLING MANAGEMENT OF PASCO COUNTY, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

231 Douglas, Bldg. A, Suite 10
Oldsmar, FL 34677

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chris Swanson	505 Devonshire Street Oldsmar, FL 34677
Floyd Douglas	7826 Grimsby Lane New Port Richey, FL 34655
Leo Spooner, Jr.	212 Fairfield Street Oldsmar, FL 34677
Anthony J. DiGiacomo	506 Driftwood Circle Oldsmar, FL 34677

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Chris Swanson	505 Devonshire Street Oldsmar, FL 34677
Vice-President	Floyd Douglas	7826 Grimsby Lane New Port Richey, FL 34655
Secretary	Leo Spooner, Jr.	212 Fairfield Street Oldsmar, FL 34677
Treasurer	Anthony J. DiGiacomo	506 Driftwood Circle Oldsmar, FL 34677

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT

Chris Swanson

OFFICE OF CORPORATION

505 Devonshire Street
Oldsmar, FL 34677

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BY-LAWS**

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII
INCORPORATOR

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

NAME

Chris Swanson

ADDRESS

505 Devonshire Street
Oldsmar, FL 34677

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the ^{17th}~~14th~~ day
of March, 1996.


Chris Swanson

CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT

I, CHRIS SWANSON, as Registered Agent for SUPERIOR HEATING & COOLING MANAGEMENT OF PASCO COUNTY, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 231 Douglas, Bldg. A, Suite 10, City of Oldsmar, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: March ^{17th} 14th, 1997.



Chris Swanson, Registered Agent

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TALLAHASSEE, FLORIDA