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CHARLES W. MATTHEWS, P.A.

Attorney at Law

CORPORATION AND BUSINESS LAW
REAL PROPERTY LAW
FAMILY LAW

(813) 879-0932

SUITE A,
3105 W. CYPRESS ST.
TAMPA, FLORIDA 33607

Florida Secretary of State
Division of Corporations
Tallahassee FL

RE: incorporate
Ocean Air Conditioning, Heating,
and Appliance Service, Inc.

Gentlemen:

Enclosed is a charter (articles of incorporation) and my check
for \$70. Please file the enclosed.

Yours truly,


Charles W. Matthews

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CWM/c

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-nc 4/1/97

ARTICLES OF INCORPORATION
OF
OCEAN AIR CONDITIONING, HEATING, AND APPLIANCE SERVICE, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Ocean Air Conditioning, Heating, and Appliance Service, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, of the State of Florida, or of 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 100 shares of common stock having a par value of \$1.00 per share. No stockholder may sell, transfer, or pledge any stock or stock rights without prior written consent of all other stockholders.

ARTICLE IV. ADDRESS

The address of the registered and principal office of the corporation is 6917 Benjamin Road, Tampa, Florida 33634.

ARTICLE V. REGISTERED AGENT

The name and address of the Registered Agent of this corporation is Oscar Urrea, 6917 Benjamin Road, Tampa, Florida 33634.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually and may transact business upon formation.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such actions as are necessary to accomplish this compliance will be taken by the appropriate officers.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his share thereof at the price and on the terms at which it is offered to others.

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ARTICLE IX. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first twelve months after incorporation or until their successors are designated, are: Oscar Urrea, President; Dora Vasquez, Vice-President, Secretary, and Treasurer.

ARTICLE XI. STOCK

The initial authorized stock shall all be issued to the following persons in the indicated percentage, and these articles shall serve as a certificate of such ownership: 90% to Dora Vasquez and 10% to Oscar Urrea.

ARTICLE XII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Oscar Urrea, 6717 Benjamin Road, Tampa, Florida 33634.

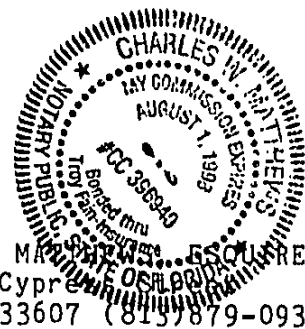
IN WITNESS WHEREOF, I have set my hand and seal this 27 day of March, 1997. I know and accept the duties of registered agent for the corporation.

Oscar D. Urrea
Oscar Urrea, Subscriber and
Registered Agent

The foregoing instrument was acknowledged before me this 27 day of March, 1997, by Oscar Urrea, who is personally known to me.

Charles W. Matthews
Notary Public

My commission expires: August/1998



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The instrument prepared by: CHARLES W. MATTHEWS
3105 West Cypress Street, Suite 100
Tampa, FL 33607 (813) 879-0932