

LAW OFFICES OF JOHN W. HAWKINS
ATTORNEY AND COUNSELOR AT LAW

June 6, 1997

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

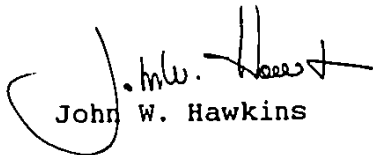
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -9 AM 11:46

RE: Bayside Air Conditioning & Heating, Inc.

Dear Department of State,

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered agent with a check in the amount of \$122.50 to cover filing fees associated with the above named corporation. If you have any questions or if any additional information is necessary to complete the filing process, please call the undersigned as soon as possible. Please return certification of the filed Articles of Incorporation to the undersigned at the below address. Thank you for your attention in this regard.

Sincerely,


John W. Hawkins

JWH/src

encl. as stated

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be:

Bayside Air Conditioning & Heating, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Bayside Air Conditioning & Heating, Inc.
515 Kelly Street
Destin, Florida 32541

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000) shares

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tracy Hess
515 Kelly Street
Destin, Florida 32541

ARTICLE V - INCORPORATORS

The names and street address(es) of the incorporators to these Articles of Incorporation is:

Tracy Hess
515 Kelly Street
Destin, Florida 32541

The undersigned incorporator has executed these Articles of Incorporation this 6th day of June, 1997.



Tracy Hess, Incorporator

Prepared by:
The Law Offices of John W. Hawkins
607 Highway 98 East, Suite 5
Destin, Florida 32541

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION 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:

Bayside Air Conditioning & Heating, Inc.

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

Tracy Hess
515 Kelly Street
Destin, Florida 32541

Having been named as registered agent and to accept services 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.


Tracy Hess, Registered Agent

Prepared by:
The Law Offices of John W. Hawkins
607 Highway 98 East, Suite 5
Destin, Florida 32541