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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301 97 JUL -7 PM 1:57

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

STATE  
TALLAHASSEE, FLORIDA

TELEPHONE

(904) 356-6311

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(904) 356-7330

July 3, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

7-3-97

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-07/11/97--01033--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: INDIAN RIVER MECHANICAL SERVICES, INC.  
Our File No. 97-524

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for Indian River Mechanical Services, Inc. Please file the original and return a stamped copy to me. A check for \$70.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

*H. Leon Holbrook III*

H. LEON HOLBROOK, III

HLH/ss  
Enclosure

PK  
7/8/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 28, 1997

MAY 1 1997

H. LEON HOLBROOK, III, ESQ.  
HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.  
ONE INDEPENDENT DR., STE. 2301  
JACKSONVILLE, FL 32202-5059 US

The name INDIAN RIVER MECHANICAL SERVICES, INC. has been reserved for 120 days beginning April 28, 1997. The reservation number is R97000002037 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jason Merrick

Letter number: 197A00021837

EFFECTIVE DATE  
7-3-97

ARTICLES OF INCORPORATION  
OF  
INDIAN RIVER MECHANICAL SERVICES, INC.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-3-97

The undersigned incorporator 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

The name of this corporation is: INDIAN RIVER MECHANICAL SERVICES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE III

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

10,000 Shares of Common Stock of par value of \$1.00 per share.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV

This corporation is to exist perpetually and its corporate existence shall be effective July 3, 1997.

#### ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is One Independent Drive, Suite 2301, Jacksonville, Florida 32202. The Board of Directors may from

time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The name and post office address of the member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
H. Leon Holbrook	One Independent Drive, Suite 2301 Jacksonville, Florida 32202

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
H. Leon Holbrook	One Independent Drive Suite 2301 Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of

another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida, 32202, and the registered agent at that same address is H. Leon Holbrook.

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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

  
H. LEON HOLBROOK

ACKNOWLEDGEMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


  
H. LEON HOLBROOK



STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared H. LEON HOLBROOK, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 3rd day of July, A. D. 1997.

  
Notary Public  
My Commission No.:  
My Commission No. CC447469

OFFICIAL SEAL:  
ROSEMARY HAGER  
Notary Public - Florida  
My Commission Expires April 13, 1999  
My Commission No. CC447469