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August 29, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: **LEMERISE COOLING & HEATING, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with my office account check in the amount of \$122.50, for payment of the following:

Filing Fee:	\$35.00
Certified Copy Fee:	\$52.50
Registered Agent Fee:	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

Kohn Bennett/edr
Kohn Bennett, Esquire

KB/edr
Enclosures

AL SEP - 4 1997

FILED
97 SEP - 2 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LEMERISE COOLING & HEATING, INC.

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97 SEP -2 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **LEMERISE COOLING & HEATING, INC.**

ARTICLE II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **AURELIA A. LEMERISE**, 300 Columbia Drive, Apartment 1307, Cape Canaveral, Florida 32920-5102.

The principal office of the corporation is as follows: 300 Columbia Drive, Apartment 1307, Cape Canaveral, Florida 32920-5102.

ARTICLE VI

Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation are:

NAME

STREET ADDRESS

AURELIA A. LEMERISE

300 Columbia Drive, Apartment 1307
Cape Canaveral, Florida 32920-5102

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation are:

NAME

STREET ADDRESS

AURELIA A. LEMERISE

300 Columbia Drive, Apartment 1307
Cape Canaveral, Florida 32920-5102

ARTICLE VIII

Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 28th day of August, 1997.


AURELIA A. LEMERISE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28th day of August, 1997,
by **AURELIA A. LEMERISE**.



NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Section 607.0505, the following is submitted:

LEMERISE COOLING & HEATING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **AURELIA A. LEMERISE** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 300 Columbia Drive, Apartment 1307, Cape Canaveral, Florida 32920-5102.


AURELIA A. LEMERISE

DATED: August 28, 1997

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


AURELIA A. LEMERISE

DATED: August 28, 1997.

FILED
97 SEP -2 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA