100/003/ Docum CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street Address 32301 Tallahassee, FL 222-1092 000002352**730--**2 -11/20/97--01037--00**9** Phone Zip State City *****70.00 *****70.00 CORPORATION(S) NAME () Amendment () Merger Limited Liability Co. () Mark () Dissolution/Withdrawal () Foreign () Other uccofidsin () Annual Report () Limited Partnership () Change 曼語.A () Reservation () Reinstatement ()Fic. NShe () CUS () Photo Copies () Certified Copy () After 4:30 () Call if Problem () Call When Ready Pick Up Walk In () Mail Out PLEASE RETURN EXTR Name Availability NOV 20 1997 Document Examiner Verifier Acknowledgment W.P. Verfier SRŹE031 (1-89)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 20, 1997

C T CORPORATION SYSTEM 660 EAST JEFFERSON ST TALLAHASSEE, FL

SUBJECT: AMÉRICAN MECHANICAL SERVICES OF FLORIDA, INC. Ref. Number: W97000026227

AMS American Mechanical Services of

We have received your document for AMERICAN MECHANICAL SERVICES OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 597A00055654

11-71-97

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 21, 1997

C T CORPORATION SYSTEM 660 EAST JEFFERSON ST TALLAHASSEE, FL

SUBJECT: AMS AMERICAN MECHANICAL SERVICES OF FLORIDA, INC.

Ref. Number: W97000026227

We have received your document for AMS AMERICAN MECHANICAL SERVICES OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 597A00055654

Per our discussion,

the name of the company is:

AMS American Mechanical Services

Of Florida, Inc.

This is not a fictitions name.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Please backdati to 11-21-97.

Thanks-

ARTICLES OF INCORPORATION

of

AMS AMERICAN MECHANICAL SERVICES OF FLORIDA, INC.

97 NOV 21 AM 8: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is AMS American Mechanical Services of Florida, "Inc." (the "Corporation").

SECOND: The street address of the initial principal office and the mailing address of the Corporation is 5051 Westheimer, Suite 725, Houston, Texas 77056.

THIRD: The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the registered agent of the Corporation at such address is CT Corporation System.

FOURTH: The purpose of the Corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

FIFTH: The total number of shares of stock which the Corporation shall have the authority to issue is 1,000 shares of common stock, par value \$1.00 per share ("Common Stock").

SIXTH: Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder on any matter submitted to the shareholders of the Corporation. The right to cumulative voting of shares of Common Stock is hereby expressly prohibited.

SEVENTH: The number of directors that shall constitute the whole Board of Directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. The election of directors need not be by written ballot, unless the Bylaws so provide.

EIGHTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation; provided, however,

HOU03A:480669.1

that the grant of such authority shall not divest the stockholders of the Corporation of the power, nor limit their power to adopt, amend or repeal the Bylaws.

NINTH: The name and mailing address of the sole incorporator are as follows:

Name

Mailing Address

John D. Held

American Residential Services,Inc. 5051 Westheimer, Suite 725 Houston, Texas 77056

TENTH: The powers of the sole incorporator shall terminate upon the filing of these Articles of Incorporation. The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Name of Director	Mailing Address
John D. Held	c/o American Residential Services, Inc. 5051 Westheimer, Suite 725 Houston, Texas 77056
Thomas N. Amonett	c/o American Residential Services, Inc. 5051 Westheimer, Suite 725 Houston, Texas 77056
Howard S. Hoover, Jr.	c/o American Residential Services, Inc. 5051 Westheimer, Suite 725 Houston, Texas 77056

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of Noumber 13, 1997 in his capacity as sole incorporator.

John D. Held, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) OF THE FLORIDA BUSINESS CORPORATION ACT:

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.

Dated: 11/19/97,

CT CORPORATION SYSTEM

Kirk Hood

(Type Name of Officer)

Assistant Secretary
(Title of Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA