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Reply to:

St. Petersburg

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002362811--7  
-12/04/97--01055--001  
\*\*\*127.50 \*\*\*127.50

RE: Articles of Incorporation  
JAY'S HEATING AND COOLING, INC.

Dear Sir:

Please file the enclosed original Articles of Incorporation for the above-referenced corporation. Our check in the amount of \$127.50 is enclosed to cover your fee for the following:

\$75.00 - Filing Fee  
\$52.50 - Certified Copy

Please forward a certified copy of the filed Articles to my office.

Should you have any questions, please do not hesitate to contact my office. Thank you.

Very truly yours,

Kelli Hanley Crabb  
Signed in her absence to  
avoid the delay in mailing.  
Kelli Hanley Crabb

KHC/gds

Enclosures

52248\156228

FILED  
97 DEC -4 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corrected  
acceptance - TM

12/5/97 - TM

ARTICLES OF INCORPORATION  
OF  
JAY'S HEATING AND COOLING, INC.

FILED  
97 DEC -4 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is Jay's Heating and Cooling, Inc.

2. Duration. The period of its duration is perpetual.

3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue one thousand two hundred (1,200) shares, all of one class, at no par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of the corporation are as follows:

Resident Agent Corp of Pinellas County  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

6. Principal Office. The street address of the initial principal office of the corporation is as follows:

17322 Oak Ledge Drive  
Lutz, FL 33549

7. Initial Board of Directors. The corporation shall have one (1) director initially. The number of directors may be

either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of the corporation are:

<u>Name</u>	<u>Address</u>
Vincent Tipaldo	17322 Oak Ledge Drive Lutz, FL 33549

8. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Kelli Hanley Crabb, Esquire  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

9. Amendment of Bylaws. The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

10. Indemnification. The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

11. Informal Action of Directors. If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be

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as valid as though it had been authorized at a meeting of the Board of Directors.

12. Amendment of Articles. The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

13. Telephone Meetings. Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

14. Director Quorum and Voting. A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

15. Director Conflict of Interest.

A. No contract or other transaction between the corporation and one (1) or more of the directors; or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of

Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

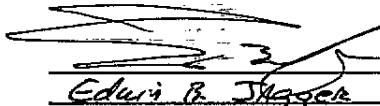
16. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the

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corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation this 26th day of  
November, 1997.

Kelli Hanley Crabb  
Kelli Hanley Crabb, Incorporator


I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
Edwin B. Jagger, Registered Agent  
(A.S.)

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Kelli Hanley Crabb, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator, and he acknowledged to and before me that he executed such instrument

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of November, 1997.

  
Notary Public  
My Commission Expires:




Glenda S. Suggs  
MY COMMISSION # CC664811 EXPIRES  
August 20, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Edwin B. Jagger, to me known to be the person who executed the foregoing Articles of Incorporation, as Registered Agent for the corporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of November, 1997.

  
Notary Public  
My Commission Expires:



Glenda S. Suggs  
MY COMMISSION # CC664811 EXPIRES  
August 20, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.