

Law Offices

HOLLAND & KNIGHT LLP

400 North Ashley Drive, Suite 2300
P.O. Box 1288 (ZIP 33601-1288)
Tampa, Florida 33602-4300

813-227-8500
FAX 813-229-0134
<http://www.hklaw.com>

Atlanta
Boca Raton
Fort Lauderdale
Jacksonville
Lakeland
Miami
New York

Orlando
San Francisco
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

December 24, 1997

ROBERT H. WALTUCH
813-227-6649

Internet Address:
rwaltuch@hklaw.com

PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT COMMUNICATION

3000002383223--8
-12/26/97--01050--005
****122.50 ****122.50

Florida Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

Re: FEDDER, INC.

Dear Sir:

Enclosed for filing are Articles of Incorporation of Fedder, Inc. together with a check in the amount of \$122.50 for the filing fee. Please return a certified copy to me.

Sincerely yours,

HOLLAND & KNIGHT LLP

EFFECTIVE DATE

Robert H. Waltuch

12-18-97

Robert H. Waltuch

RHW/mjs
Enclosures

54405-1
TPA3-498777

FILED
97 DEC 26 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9712-29-97

FILED
97 DEC 26 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FEDDER, INC.**

The undersigned, acting as incorporator of FEDDER, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE

The name of the corporation is:

12-18-97

FEDDER, INC.

ARTICLE II. ADDRESS

The initial street address of the corporation's principal office and the mailing address of the Corporation is:

877 Siesta Key Circle
Sarasota, Florida 34234

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence effective December 18, 1997.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The corporation shall have only one class of stock consisting of common stock. The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of voting common stock, having a par value of \$.01.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Holland & Knight LLP, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602 and the name of the corporation's initial registered agent at that address is ROBERT H. WALTUCH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Darrin J. Fedder	877 Siesta Key Circle Sarasota, Florida 34242

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Robert H. Waltuch	c/o Holland & Knight LLP 400 North Ashley Drive, Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

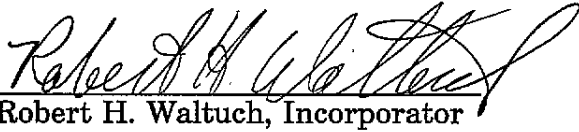
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24th day of December, 1997.


Robert H. Waltuch, Incorporator

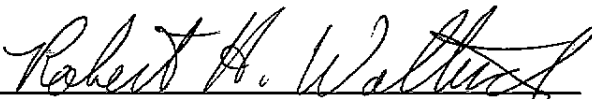
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FEDDER, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at c/o Holland & Knight LLP, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602, has named ROBERT H. WALTUCH as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Robert H. Waltuch, as Registered Agent

TPA3-498735.1

FILED
97 DEC 26 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-18-97