

Bagdes & Bagdes
Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

April 7, 1998

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SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/10/98--01060--016
***122.50 ***122.50

RE: Tropical Heat, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:21

RP
04-10-98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:21

ARTICLES OF INCORPORATION
OF
TROPICAL HEAT, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is TROPICAL HEAT, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide commercial painting services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 133 Boulder Rock Drive, Palm Coast, Florida 32137. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 133 Boulder Rock Drive, Palm Coast, Florida 32137, and the name of the initial registered agent at such address is Margaret G. Thomson.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Douglas J. Algaier	4005 Flagler Estates Blvd. Hastings, FL 32145
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Mark L. Thomson	133 Boulder Rock Drive Palm Coast, FL 32137
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ARTICLE NINE
INCORPORATORS

The names and addresses of the incorporators are:

Douglas J. Algaier	4005 Flagler Estates Blvd. Hastings, FL 32145
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Mark L. Thomson

133 Boulder Rock Drive
Palm Coast, FL 32137

Margaret G. Thomson

133 Boulder Rock Drive
Palm Coast, FL 32137

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Mark L. Thomson
President

133 Boulder Rock Drive
Palm Coast, FL 32137

Douglas J. Algaier
Vice President

4005 Flagler Estates Blvd.
Hastings, FL 32145

Margaret G. Thomson
Secretary/Treasurer

133 Boulder Rock Drive
Palm Coast, FL 32137

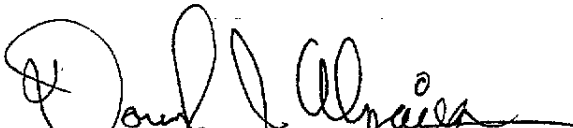
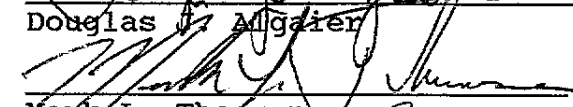
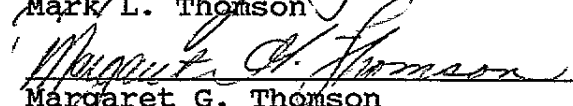
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 7th day
of April, 1998.


Douglas J. Algaier

Mark L. Thomson

Margaret G. Thomson

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 7th day of April, 1997, before me, the undersigned authority, appeared DOUGLAS J. ALGAIER, who is personally known to me or who has produced _____ as identification; MARK L. THOMSON, who is personally known to me or who has produced _____ as identification; and, MARGARET G. THOMSON, who is personally known to me or who has produced _____ as identification and whose names are subscribed to the within instrument and having been duly sworn they acknowledged that they executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 10 PM 2:21

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

TROPICAL HEAT, INC., a corporation organizing under the laws of
the State of Florida, with its principal office at 133 Boulder Rock
Drive, in the City of Palm Coast, County of Flagler, in the State of
Florida, has named Margaret G. Thomson, who is located at 133 Boulder
Rock Drive, Palm Coast, Florida 32137, as its registered agent to
accept service of process within the State.

DIRECTOR:

Douglas J. Algaier

Mark L. Thomson

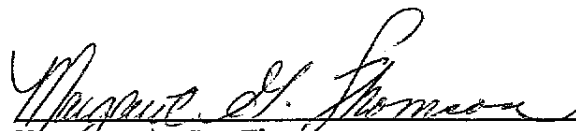
ADDRESS:

4005 Flagler Estates Blvd.
Hastings, FL 32145

133 Boulder Rock Drive
Palm Coast, FL 32137

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep
office open during prescribed hours; to post my name (and the names
of any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some
conspicuous place as required by law.


Margaret G. Thomson