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Law Offices of  
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May 14, 1998

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-05/15/98--01079--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: The Energy People of Southwest Florida, Inc.

Gentlemen:

Enclosed for filing in the Division of Corporations are the following documents:

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

Enclosed is my check in the amount of \$70.00 for the filing fee for the articles and designation of registered agent.

Thank you for your attention to this matter.

Yours truly,

Henry M. Andreasen, Jr.

Henry M. Andreasen, Jr.  
For the Firm

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MAY 15 PM 3:47  
HMA/ba  
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ENCLOSURES  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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5/15/98

**ARTICLES OF INCORPORATION  
OF  
THE ENERGY PEOPLE OF SOUTHWEST FLORIDA, INC.**

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**FILED**  
98 MAY 15 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation shall be The Energy People of Southwest Florida, Inc.

**ARTICLE TWO**

**CORPORATE DURATION**

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE THREE**

**PURPOSE OF CORPORATION**

The general purposes for which the corporation is organized are:

1. To engage in the business of marketing of air conditioning systems.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

**OFFICE**

The principal office of the corporation shall be located at 3616 Evans Avenue, Fort Myers, Florida 33901 and its mailing address shall be 3616 Evans Avenue, Fort Myers, Florida 33901.

**ARTICLE FIVE**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of one cent (\$0.01) per share.

**ARTICLE SIX**  
**SHAREHOLDER'S PREEMPTIVE RIGHTS**

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

**ARTICLE SEVEN**  
**S CORPORATION ELECTION**

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

**ARTICLE EIGHT**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3616 Evans Avenue, Fort Myers, Florida 33901 and the name of its initial registered agent at that address is David A. Girgis.

**ARTICLE NINE**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
David A. Girgis	3616 Evans Avenue, Fort Myers, FL 33901
Mike Elsayed	13220-B Orange River Blvd., Fort Myers, FL 33905

**ARTICLE TEN**  
**INCORPORATORS**

The name and address of each incorporator of the corporation is:

Name	Address
David A. Girgis	3616 Evans Avenue, Fort Myers, FL 33901

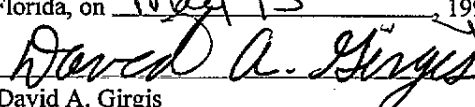
**ARTICLE ELEVEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

**ARTICLE TWELVE**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon the shareholders of the corporation is subject to this reservation.

Executed by the undersigned at Fort Myers, Florida, on May 13, 1998.

  
David A. Girgis

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 1998, by DAVID A. GIRGIS, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Notary Public

Printed Name of Notary:

Bobbe A. Brown

Notary Commission No:

CC 422073

My Commission Expires:



BOBBE A. BROWN  
MY COMMISSION # CC422073 EXPIRES  
December 20, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

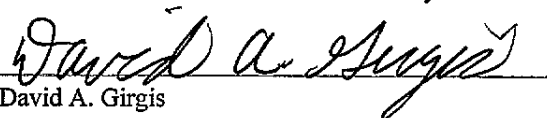
1. The name of the corporation is:

THE ENERGY PEOPLE OF SOUTHWEST FLORIDA, INC.


2. The name and street address of the registered agent and office is:

DAVID A. GIRGIS  
3616 Evans Avenue  
Fort Myers, Florida 33901

Dated: May 13, 1998.

  
David A. Girgis

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
David A. Girgis  
Registered Agent

**FILED**  
98 MAY 15 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA