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**JAMES G. KNIGHTON**  
**747 GLEN CIRCLE**  
**NEW SMYRNA BEACH, Florida 32168**

May 27, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327 zip 32314  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: KNIGHTON AIR CARE, INC

Dear Sir or Madam:

I plan to incorporate a business in Florida. Enclosed is an original and one (1) copy of incorporation. I have enclosed a check for \$78.75 to cover the cost/fees for filing and a Certificate.

KNIGHTON AIR CARE, INC.  
James G. Knighton  
747 Glen Circle  
New Smyrna Beach, Fl. 32168  
Daytime phone #: (904) 423-1504

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-05/28/98--01074--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

If you have any questions or should you require any further information, please contact me at the address above. Thank you for your assistance in this matter.

Sincerely,



JAMES G. KNIGHTON

FILED  
98 MAY 28 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/16/98

**Articles of Incorporation  
of  
KNIGHTON AIR CARE, INC.**

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98 MAY 28 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I.  
Name**

The name of the Corporation is KNIGHTON AIR CARE, INC. hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is 747 GLEN CIRCLE, NEW SMYRNA BEACH, Florida 32168. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is JAMES G. KNIGHTON, 747 GLEN CIRCLE, NEW SMYRNA BEACH, Florida 32168.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be: Air conditioning, Heating, Duct work, Service, Installation, and Consultation with reference to above.

**VI.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 4,000, each share to have a par value of \$ 1.00.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
James G. Knighton	747 Glen Circle, New Smyrna Beach, Fl. 32168

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: two.. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
<u>James G. Knighton</u>	<u>747 Glen Circle, New Smyrna Beach, Fl. 32168</u>
<u>Kathleen D. Knighton</u>	<u>747 Glen Circle, New Smyrna Beach, Fl. 32168</u>

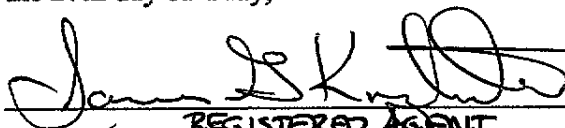
**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts, and the corporation shall indemnify any officer or any former officer to the full extent permitted by law.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this,  
the 27th day of May, 1998.

  
\_\_\_\_\_  
REGISTERED AGENT

\*

*\*I ACCEPT THE DESIGNATION  
AS REGISTERED AGENT.*

  
\_\_\_\_\_


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98 MAY 28 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida

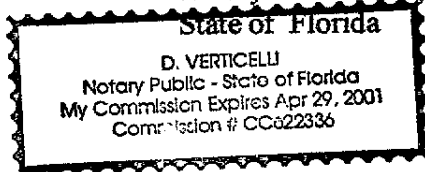
County of Volusia

BEFORE ME, the undersigned authority, on this day personally appeared JAMES G. KNIGHTON, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 27<sup>th</sup> day of MAY, 1998.

  
\_\_\_\_\_  
Notary Public in and for the

My Commission Expires:

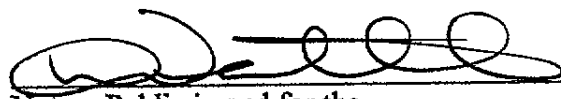


State of Florida

County of Volusia

BEFORE ME, the undersigned authority, on this day personally appeared KATHLEEN D. KNIGHTON, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 27<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Florida

My Commission Expires:

