P98000056343

18 JUNE 1998
date

Department of State
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

Gentlemen:

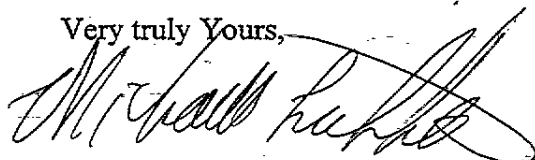Enclosed please find check, in the amount of $122.50 as follows:

Filing Fee Domestic Corporation	$35.00
Certification Fee	52.50
Certificate Registering Registered Agent	35.00
	$122.50

98 JUN 22 AM 11: 06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Two copies of the Articles of Incorporation of Empire Air Conditioning, Inc. are enclosed.

Empire Air Conditioning
3440 Working St
Pt. Charlotte, FL, 33950

Very truly Yours,

Michael W. Lickliter

6-24-98

ARTICLES OF INCORPORATION
OF
EMPIRE AIR CONDITIONING, INC.

ARTICLE I. NAME

The name of this corporation is: Empire Air Conditioning, Inc.

ARTICLE II. DURATION

This Corporation shall exist perpetually.

ARTICLE III. PURPOSE

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue Fifty Thousand (50,000) shares of One Dollar par value common stock which shall be designed "Common Shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of this Corporation is: 3490 Corning Street, Port Charlotte, Fl. 33980 and the name of the initial registered agent at that address is: Michael W. Lickliter.

Dated: _____ Accepted: — SEE SIGNATURE NEXT PAGE — *

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors maybe either increased or diminished from time to time by the by-laws, but shall never be less than One (1). The name and address of the initial directors of this Corporation is : Michael W. Lickliter; 21460 Augusta Avenue, Port Charlotte, Fl. 33952

ARTICLE IX. INCORPORATORS

The name and address of the person signing theses Articles is:
Michael W. Lickliter.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI. RESTRICTIONS ON THE TRANSFER OF STOCK
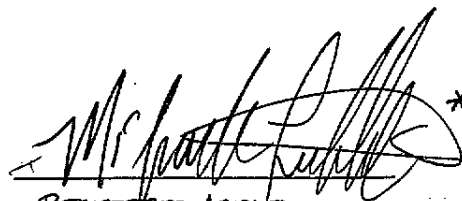
Shares of Capital Stock of this Corporation shall be issued initially to the following in the amount set opposite their names:

Michael W. Lickliter   1,000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The prices and terms at which and the time within which shares may be offered and sold shall be further specified in writing among all of the shareholders and this Corporation.
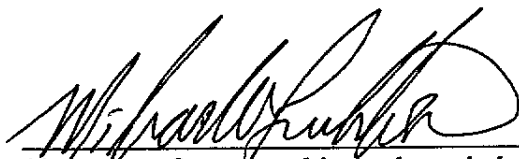
ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.
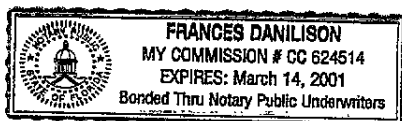
*

REGISTERED AGENT
INCORPORATOR

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this _____17_____ day of _____June_____, 1998 by, _Michael W Lickliter_, who is personally known to me. _Produced FL Drivers License_

_____
Signature of person taking acknowledgment

_____
Name of acknowledge typed, printed or stamped

98 JUN 22 AM 11: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED