

P98000063950



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 897719 80516A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 20, 1998

ORDER TIME : 5:10 PM

ORDER NO. : 897719-005

CUSTOMER NO: 80516A

CUSTOMER: Carol Carlsen, Legal Asst  
KELLEY & HERMAN

Suite 206  
1401 East Broward Boulevard  
Fort Lauderdale, FL 33301

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 21 AM 11:49

DOMESTIC FILING

NAME: ALL HEAT PUMP POOL HEATING,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

98 JUL 21 PM 8:46  
DIVISION OF CORPORATIONS  
12/21/98

ARTICLES OF INCORPORATION

OF

ALL HEAT PUMP POOL HEATING, INC.

ARTICLE I

The name of this corporation is ALL HEAT PUMP POOL HEATING, INC.

ARTICLE II

This corporation shall exist in perpetuity.

ARTICLE III

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

The street address of the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 206, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation at that address is: Jeffrey B. Smith, Esq. The principal office of this corporation is the same as the registered office.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be 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 director of this corporation is:

Leroy A. Peterson  
450 West McNab Road  
Ft. Lauderdale, FL 33309

ARTICLE VII

The name and address of the person signing these articles is:

Leroy A. Peterson  
450 West McNab Road  
Ft. Lauderdale, FL 33309

ARTICLE VIII

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

ARTICLE IX

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

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law.

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16 day of July, 1998.

  
\_\_\_\_\_  
Leroy A. Peterson

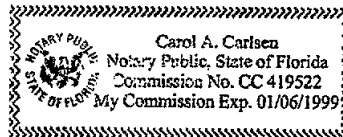
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Leroy A. Peterson, to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 16 day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires:



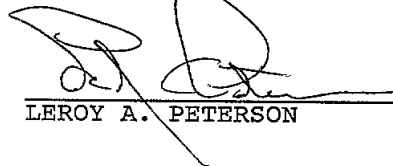
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ALL HEAT PUMP POOL HEATING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED

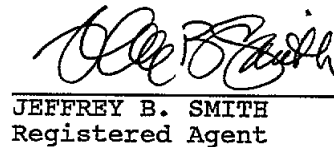
JEFFREY B. SMITH  
1401 E. BROWARD BLVD., #206  
FT. LAUDERDALE, FL 33301

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
LEROY A. PETERSON

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
JEFFREY B. SMITH  
Registered Agent

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