

DAVID E. BAILEY, JR.
Attorney and Counselor at Law

400 North Pace Boulevard, Post Office Box 17687
Pensacola, Florida 32522
Ph. (850) 434-0253/ Fax (850) 434-0255

P98000076693

August 27, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002628657--8
-08/31/98--01074--003
*****70.00 *****70.00

RE: Gunniss Heating & Air Conditioning

Dear Sir/Madam:

Enclosed please find the original articles of incorporation for the above named corporation and a check in the amount of \$70.00 (Filing fee, \$35.00; Designation of Reg. Agent, \$35.00).

With kind regard I remain,

Very truly yours,

David E. Bailey, Jr.

David E, Bailey, Jr.

DEB,JR/vch

FILED
98 AUG 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 9-4-98

FILED
98 AUG 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GUNNISS AIR CONDITIONING AND HEATING SERVICE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of the corporation is **GUNNISS AIR CONDITIONING AND HEATING SERVICE, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 116-A McClure Drive, Gulf Breeze, Florida 32561.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at one time is one thousand shares of common stock having a par value of \$10.00. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors. The stock to be issued by this corporation shall be issued pursuant to Internal Revenue Code Section 1244.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Gordon Harry Gunniss, 9640 Pine Cone Road, Cantonment, Florida 32533.

ARTICLE V. INCORPORATOR

The names and street addresses of the incorporator is Gordon Harry Gunniss, 9640 Pine Cone Road, Cantonment, Florida 32533.

ARTICLE VI. PURPOSE

This corporation may engage in any business or activity permitted under the laws of the United States and this State. The general nature of business to be transacted by this corporation includes the following:

(a) To buy, sell, lease, sublease, and mortgage lands, buildings, equipment, or deal with real and personal property in every manner whatsoever as might be necessary or desirable in the daily conduct of corporate business.

(b) The corporation shall have the rights, power and privileges incidental to corporations under the laws of the State of Florida and to do all necessary acts in the conduct of the aforesaid business.

(c) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. This number may be changed from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name and address of the initial Board of Directors is Gordon Harry Gunniss, 9640 Pine Cone Road, Cantonment, Florida 32533.

ARTICLE IX. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE X. ADDITIONAL PROVISIONS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of this Certificate of Incorporation.

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

(b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(c) The directors may prescribe a method or methods for replacement of lost certificate, and prescribe reasonable conditions by way of security upon the issuance of new certificates thereof.

(d) The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock, as set forth above, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignments.


(e) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any persons or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contracts, act or transaction, or are in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation

for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XI. RESTRICTION ON SALE

The corporation may hereafter by By-Laws adopt reasonable restrictions on the sale of the stock of the corporation by stockholders.

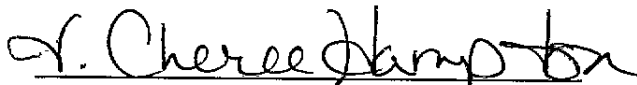
The undersigned has executed these Articles of Incorporation this 21st day of August, 1998.

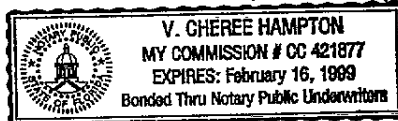

GORDON HARRY GUNNISS

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized by the State and County named above to take acknowledgments, personally appeared Gordon Harry Gunniss who after presenting proper identification to authenticate his identity, executed the foregoing Articles of Incorporation within my presence.





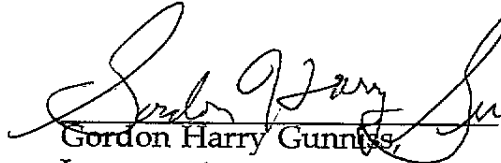
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **GUNNISS AIR CONDITIONING AND HEATING SERVICE, INC.**

2. The name and address of the registered agent is Gordon Harry Gunniss, 9640 Pine Cone Road, Cantonment, Florida 32533.

DATED this 21st day of August, 1998.

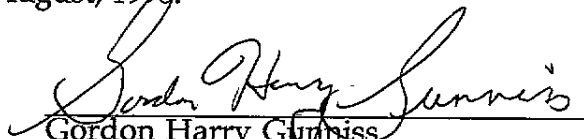

Gordon Harry Gunniss
Incorporator

98 AUG 31, AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

DATED this 21st day of August, 1998.


Gordon Harry Gunniss
Incorporator