

SPINNER, DITTMAN, FEDERSPIEL & DOWLING

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ROBERT A. DITTMAN, P.A.
DONALD C. DOWLING
ROBERT W. FEDERSPIEL, P.A.
JOHN W. SPINNER (1927-1998)

November 10, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Ewing and Jennings Incorporated

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Ewing and Jennings Incorporated together with my check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	35.00
TOTAL	<u>\$122.50</u>

300002685919--0
-11/12/98--01074--006
****122.50 *****78.75

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

Robert W. Federspiel

RWF:kp
Encl. 3

FILED
98 NOV 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 17 1998

FILED
98 NOV 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
EWING AND JENNINGS INCORPORATED**

The undersigned subscribers to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is EWING AND JENNINGS INCORPORATED.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of commercial and residential air conditioning and electrical contracting and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 705 Bond Way, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is Russell B. Jennings.

ARTICLE VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names

and addresses of the initial directors signing these Articles are:

Russell B. Jennings
705 Bond Way
Delray Beach, FL 33483

James T. Ewing
JAMES T. EWING
170 BUSINESS PARKWAY
R.P.B. FL 33411

ARTICLE VIII - Incorporator

The names and addresses of the persons signing these Articles are:

Russell B. Jennings
705 Bond Way
Delray Beach, FL 33483

James T. Ewing
JAMES T. EWING
170 BUSINESS PARKWAY
R.P.B. FL 33411

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 5th day of November, 1998.

Russell B. Jennings
Russell B. Jennings

James T. Ewing
James T. Ewing

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Russell B. Jennings, who is personally known to me or who produced personally known as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 5th day of November, 1998.



JENNIFER J. STOGDILL
My Commission CC488893
Expires Aug. 16, 1999

Jennifer J. Stogdill
Notary Public
State of Florida
My commission expires:
Commission No.:

(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James T. Ewing, who is personally known to me or who produced personally known as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 5th day of November, 1998.



JENNIFER J. STOGDILL
My Commission CC488893
Expires Aug. 16, 1999

(SEAL)

Jennifer J. Stogdill
Notary Public
State of Florida
My commission expires:
Commission No.:

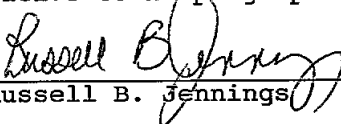
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Ewing and Jennings Incorporated desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named Russell B. Jennings, located at 705 Bond Way, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Russell B. Jennings

FILED
98 NOV 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA