

P98000103974

David C. Gaskin

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 8:20

EFFECTIVE DATE
1-1-99

December 9, 1998

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-12/14/98-01045--007
*****122.50 *****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Harden Heating and Cooling, Inc.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced matter along with our check in the amount of \$122.50 for filing fees. Please return a certified copy upon filing.

Thank you for your cooperation in this matter.

Sincerely,

David C. Gaskin

David C. Gaskin

DCG:ps
encl.

D. BROWN DEC 15 1998

ARTICLES OF INCORPORATION

FOR A CHARTER

OF

HARDEN HEATING AND COOLING, INC.

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ARTICLE I - NAME

The name of the corporation is HARDEN HEATING AND COOLING, INC. and is located at 1207 S. Hwy 71, Wewahitchka, Florida, 32465, and whose mailing address is P. O. Box 85, Wewahitchka, Florida 32465.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on January 1, 1999.

ARTICLE III - PURPOSES

This Corporation is organized for the purpose of installing heating and air conditioning, refrigeration equipment and service and any other purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of No Par Value common stock.

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Voting Rights:

Except as otherwise provided by law, the entire voting power for the 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 is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1207 S. Hwy 71, Wewahitchka, Florida 32465, mailing address being P. O. Box 85, Wewahitchka, Florida 32465, and the name of the initial registered agent of this corporation at that address is ERNEST C. HARDEN.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) 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 (1) nor more than seven (7). The names and addresses of the initial directors of this corporation are as follows:

ERNEST C. HARDEN, P. O. Box 85, Wewahitchka, FL 32465;

PAMELA HARDEN, P. O. Box 85, Wewahitchka, FL 32465;

SHANNON MILLER, Rt. 3, Box 224, Wewahitchka, FL 32465

The officers names and addresses of this corporation are as follows:

ERNEST C. HARDEN, P. O. Box 85, Wewahitchka, FL 32465,
President;

PAMELA HARDEN, P. O. Box 85, Wewahitchka, FL 32465, Vice
President, Secretary and Treasurer.

ARTICLE IX - INCORPORATOR

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

ERNEST C. HARDEN, P. O. Box 85, Wewahitchka, FL 32465

PAMELA HARDEN, P. O. Box 85, Wewahitchka, FL 32465

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be
vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued
initially to the following persons:

ERNEST C. HARDEN	-	50 Shares
PAMELA HARDEN	-	50 Shares

Shares held by the initial shareholder 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 price and terms at which, and the time within
which, such shares may be offered and sold shall be further
specified by written agreement among all of the shareholders and
this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to

vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this

corporation.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of a majority of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments 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 on this 9th day of December,
1998.



ERNEST C. HARDEN

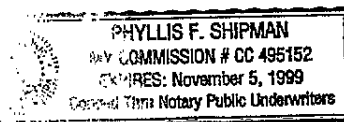


PAMELA HARDEN

STATE OF FLORIDA
COUNTY OF GULF

The foregoing instrument was acknowledged before me this
9th day of December, 1998, by ERNEST C. HARDEN
and PAMELA HARDEN, who are known to me or have produced
_____ as
identification.


NOTARY PUBLIC
My commission expires:

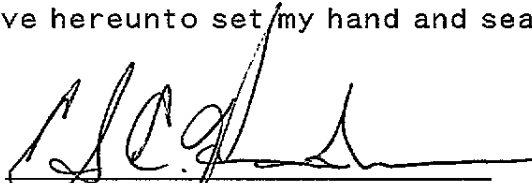


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 8:21

ACCEPTANCE OF REGISTERED AGENT

I, ERNEST C. HARDEN, do hereby certify that I am familiar with
and do hereby accept the duties and responsibilities as registered
agent for HARDEN HEATING AND COOLING, INC. and do hereby certify
that I am over the age of eighteen years and my address is P. O.
Box 85, Wewahitchka, Florida 32465.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
9th day of December, 1998.


ERNEST C. HARDEN

STATE OF FLORIDA
COUNTY OF GULF

Sworn to and subscribed before me this 9th day of December,
1998.


NOTARY PUBLIC
My Commission Expires:

