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February 4, 1999

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

Re: FLORIDA CONDITIONED AIR, INC.

600002768386--5  
-02/08/99-01163-002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

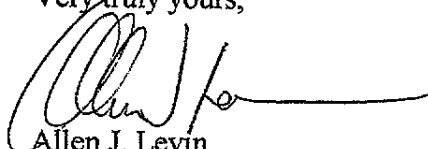
Enclosed herewith you will find original and one (1) copy of proposed Articles of Incorporation for Florida Conditioned Air, Inc.. The duplicate copy has been subscribed and acknowledged by the incorporators in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return same to my office.

I am also enclosing herewith my check in the amount of \$122.50 to cover the filing fee, resident agent designation fee, and certified copy.

Please be advised that the records of your office will show that the name "Florida Conditioned Air" was previously registered as a fictitious name by Chris A. Lopinski, one of the incorporators of this corporation, and that he and his wife have decided to incorporate their business rather than continuing to operate same as a sole proprietorship.

I trust that you will find everything to be in proper form and order. Thank you very much for your prompt and courteous attention to this matter.

Very truly yours,



Allen J. Levin  
Attorney at Law  
AJL:sam

Enclosures - 3  
FLDPTREV/DIVICORP

allen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ast 5  
DATE 2/10/99  
DOC. EXAM H.A.

FILED  
99 FEB -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-2/10/99

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CONDITIONED AIR, INC.**

**FILED**  
99 FEB -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is:

FLORIDA CONDITIONED AIR, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are:

152 Godfrey Avenue, Port Charlotte, FL 33952

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common shares of One (\$1.00) Dollar par value each. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV. INITIAL REGISTERED AGENT and OFFICE**

The name and address of the initial Registered Agent are:

CHRIS A. LOPINSKI  
152 Godfrey Avenue  
Port Charlotte, FL 33952

**ARTICLE V. INCORPORATORS**

The name and street address of the incorporators of these articles of incorporation are:

CHRIS A. LOPINSKI (DIRECTOR)  
152 Godfrey Avenue  
Port Charlotte, FL 33952

THERESA LOPINSKI (DIRECTOR)  
152 Godfrey Avenue  
Port Charlotte, FL 33952

#### **ARTICLE VI. TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these articles.

#### **ARTICLE VII. NATURE OF BUSINESS and POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, but not limited to the installation, maintenance, and repair of air conditioning equipment and systems.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

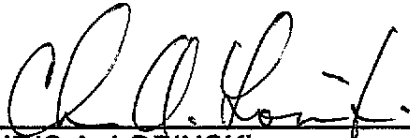
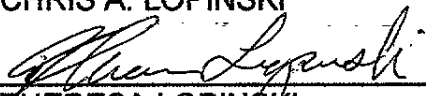
#### **ARTICLE X. ACTIONS BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law, without exception.

#### **ARTICLE XI. INDEMNIFICATION**

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

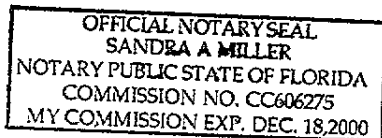
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on February 4th, 1999.


  
CHRIS A. LOPINSKI  
  
THERESA LOPINSKI

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public, personally appeared **CHRIS A. LOPINSKI** and **THERESA LOPINSKI**, who are personally known to me, or who produced \_\_\_\_\_ as identification, as Incorporators and who executed the foregoing Articles of Incorporation; and acknowledged before me that they subscribed to these Articles of Incorporation on February 4th, 1999.

My Commission Expires:



  
Signature of Notary Public  
State of Florida at Large  
**Sandra A. Miller**  
Print, type or stamp commissioned name of Notary

**DESIGNATION and ACCEPTANCE OF REGISTERED AGENT  
for a FLORIDA CORPORATION**

Pursuant to the provisions of F.S. 607.0501, 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

FLORIDA CONDITIONED AIR, INC.

2. The name of the registered agent is

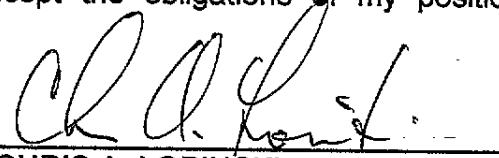
CHRIS A. LOPINSKI

3. The address of the registered agent/registered office is

152 Godfrey Avenue  
Port Charlotte, FL 33952

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
CHRIS A. LOPINSKI

Dated: February 4<sup>th</sup>, 1999

**FILED**  
99 FEB - 8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA