

P99000056374

EFFECTIVE DATE

6-15-99

June 15, 1999

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000002911050--8

-06/21/99-01144-009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ALL MECHANICAL SERVICES, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and our check for \$78.75, in payment of the incorporation fees and for a certificate of status.

FROM: Larry P. Studer, Esquire  
630 North Bumby Avenue, Suite 210  
Orlando, Florida 32803  
(407) 894-9009  
As attorney for incorporator

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99 JUN 21 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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6-22-99

EFFECTIVE DATE  
6-15-99

ARTICLES OF INCORPORATION  
OF

ALL MECHANICAL SERVICES, 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 — NAME

The name of this corporation is ALL MECHANICAL SERVICES, INC..

ARTICLE II — DURATION

The duration of this corporation is to be perpetual.

ARTICLE III — PURPOSE AND POWERS

Section 1. The purposes for which the corporation is organized is to engage in any activity which may promote the interests of the corporation or enhance the value of its property, to the fullest extent permitted by law. The corporation is authorized to conduct its business and carry out that purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent not forbidden by law.

Section 2. This corporation shall have all the powers granted to business corporations under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE IV — CAPITAL STOCK

The aggregate number of shares of stock that this corporation shall have authority to issue is 10,000 shares with a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V — PREEMPTIVE RIGHTS

Section 1. Statements of Preemptive Rights. Each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive

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of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting him to exercise his preemptive rights.

## ARTICLE VI - REGULATION OF CORPORATION'S INTERNAL AFFAIRS

Section 1. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the bylaws or by resolution of the board of directors.

Section 2. Bylaws. The initial bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new set of bylaws shall be in the shareholders, and the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the laws of the State of Florida and these articles of incorporation.

## ARTICLE VII — DIRECTORS

Section 1. Board of Directors. The management of this corporation shall be vested in a board of directors which shall consist of not less than one (1) and not more than seven (7) directors. Within these limits, the number of directors may be increased or decreased from time to time in the manner provided in the bylaws. The directors shall be elected in the manner provided in the bylaws. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

Section 2. Initial Board. The initial board of directors shall consist of one (1) director. The name and street address of the initial member of the Board of Directors is Hector J. Perez, 4132 Bell Tower Court, Belle Isle, Florida 32812.

## ARTICLE VIII — INCORPORATORS

The name and street address of the incorporator of this corporation is Hector J. Perez, 4132 Bell Tower Court, Belle Isle, Florida 32812.

## ARTICLE IX — PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 2222 Carrington Drive, Orlando, Florida 32807.

## ARTICLE X — INITIAL REGISTERED OFFICE AND AGENT

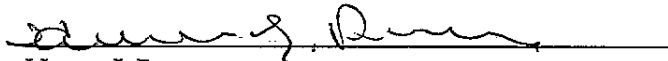
The street address of the corporation's initial registered office is 4132 Bell Tower Court, Belle Isle, Florida

32812, and the name of its initial registered agent at that address is Hector J. Perez.

#### ARTICLE XI — COMMENCEMENT

Pursuant to Fla. Stat. §607.0203 (1997), the corporate existence shall commence at the time of the execution of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation, executes these articles of incorporation at Orlando, Florida, on this 15 day of June, 1999.

  
Hector J. Perez

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: ALL MECHANICAL SERVICES, INC.
2. The name and address of the registered agent and office is:

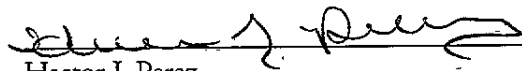
NAME

ADDRESS

Hector J. Perez

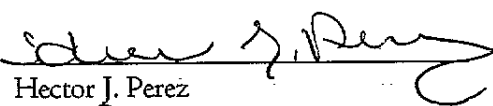
4132 Bell Tower Court, Belle Isle, Florida 32812

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Hector J. Perez  
Incorporator  
ALL MECHANICAL SERVICES, INC.  
June 15, 1999

HAVING BEEN NAMED AS 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.

SIGNATURE

  
Hector J. Perez

DATE:

June 15, 1999