

CLAFLIN GARST, JR.
ATTORNEY AT LAW

4804 MANATEE AVENUE WEST
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August 9, 1999

PP9000073402

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

RE: M.G.R. Air Conditioning Systems, Inc.

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-08/12/99--0103--010
****122.50 *****78.75

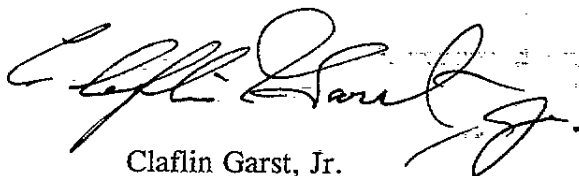
Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,


Claflin Garst, Jr.

FILED
99 AUG 12 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cla
enc.
cc: Michael A. Sapp

GALLMON CASE
AUG 17 1999

**ARTICLES OF INCORPORATION
OF
M.G.R. AIR CONDITIONING SYSTEMS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this Corporation shall be M.G.R. AIR CONDITIONING SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 1608 Wagonwheel Road, Wimauma, Florida 33598.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent and office is: CLAFLIN GARST, JR., 4804 Manatee Avenue West, Bradenton, Florida 34209-3854.

The initial Registered Agent, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: MICHAEL A. SAPP, 1608 Wagonwheel Road, Wimauma, Florida 33598.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of the Directors be less than one nor more than five. The names and addresses of the Directors constituting the initial Board of Directors are:

MICHAEL A. SAPP, President/Treasurer
1608 Wagonwheel Road
Wimauma, Florida 33598


ARTICLE VIII - 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 stockholders meeting by at least a majority of the stockholders entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX - AMENDMENT OF BY-LAWS

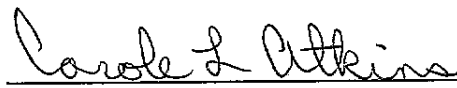
The power to adopt, alter, amend, or repeal By-Laws may be exercised by the Board of Directors as provided by Law, and may also be exercised by the shareholders, and shall be approved by at least a majority of the stock entitled to vote.

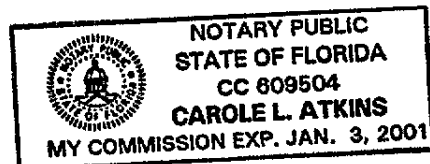
The undersigned has executed these Articles of Incorporation this 9th day of AUGUST, 1999.


MICHAEL A. SAPP Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9th day of AUGUST, 1999, by MICHAEL A. SAPP, as an incorporator of M.G.R. Air Conditioning Systems, Inc., who is personally known to me or who has produced Florida Driver License as identification.


Carole L. Atkins
Notary Public, State of Florida
My Commission expires: January 3, 2001



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

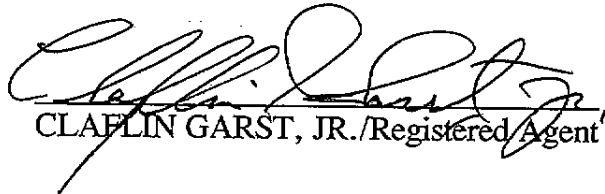
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

M.G.R. Air Conditioning Systems, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 1608 Wagonwheel Road, Wimauma, Florida 33598, has named CLAFLIN GARST, JR., of 4804 Manatee Avenue West, Bradenton, Florida 34209-3854, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

Dated: AUGUST 9th, 1999


CLAFLIN GARST, JR./Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA