

P99000094475

WALTER G. BULLINGTON, JR., ESQUIRE

628 Stone Drive  
Brandon, Florida 33510  
(813) 661-4388

October 20, 1999

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

5000003023945--8  
-10/25/99-01101-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Pol-Air Heating & Refrigeration, Inc.

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation for Pol-Air Heating & Refrigeration, Inc. These articles are submitted to your office for filing. Also, enclosed is a check in the amount of \$78.75 to cover the filing fee, registered agent fee and the certified copy fee.

If these Articles of Incorporation are acceptable for filing, please return a certified copy to me at the address listed above. Thank you for your assistance in this matter.

Sincerely,

  
Walter G. Bullington, Jr.

Enclosures

Walter G. Bullington GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art 7  
DATE 10/27/99  
DOC. EXAM T.B.

FILED  
99 OCT 25 AM 8:10  
TALLAHASSEE, FLORIDA

T. Burch OCT 27 1999

**ARTICLES OF INCORPORATION  
OF  
Pol-Air Heating & Refrigeration, Inc.**

FILED  
99 OCT 25 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE - NAME**

The name of this corporation is Pol-Air Heating & Refrigeration, Inc.

**ARTICLE TWO - DURATION**

This corporation shall exist perpetually.

**ARTICLE THREE - PURPOSE**

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

**ARTICLE FOUR - CAPITAL STOCK**

This corporation is authorized to issue seven thousand five hundred (7,5000) shares of one dollar (\$1.00) par value common stock.

**ARTICLE FIVE - CORPORATION'S PRINCIPAL OFFICE**

The principal office of the corporation shall be 4735 Riverwood Circle, Sarasota, Florida 34231. The mailing address of the corporation is P.O. Box 1502, Sarasota, Florida 34230.

**ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4735 Riverwood Circle, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation at that address is Michael O. Snyder.

**ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS**

This corporation shall have ~~one~~ <sup>one (1)</sup> 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). The name and address of the initial directors of this corporation are:

Michael O. Snyder

4735 Riverwood Circle  
Sarasota, Florida 34231

## ARTICLE EIGHT - INCORPORATORS

The name and address of the persons signing these articles are:

Michael O. Snyder

4735 Riverwood Circle  
Sarasota, Florida 34231

## ARTICLE NINE - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE TEN - PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase of subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## ARTICLE ELEVEN - STOCKHOLDERS' MEETING

The presence at any stockholders' meeting, in person or by proxy, of persons entitled to vote fifty-one percent (51%) of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of sixty-six and two thirds (66-2/3%) of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least sixty-six and two thirds (66-2/3%) of all shares issued and outstanding:

(1) Amendment of these articles of incorporation to increase or decrease

the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock; or

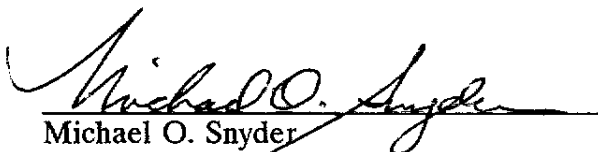
(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of sixty-six and two thirds (66-2/3%) of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number or, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

#### ARTICLE TWELVE - 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 restriction.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7 day of OCT. 1999.

  
Michael O. Snyder  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 7 day of Oct. 1999 by Michael O. Snyder, who is personally known to me or who has produced Fl. DLN # S53655457 as identification.

Elizabeth H. Kovac  
Notary Signature



Elizabeth H. Kovac  
Printed or Stamped Notary Name

NOTARY PUBLIC - STATE OF FLORIDA

Serial No. CC 588583  
My Commission expires 9/26/2000.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**  
**FOR MICHAEL O. SNYDER.**

THIS IS TO CERTIFY that I, Michael O. Snyder, do hereby accept this designation as Registered Agent for Pol-Air Heating & Refrigeration, Inc. Further, that the registered office for Pol-Air Heating & Refrigeration, Inc. shall be maintained at 4735 Riverwood Circle, Sarasota, Florida 34231.

Michael O. Snyder  
Michael O. Snyder  
As Registered Agent for  
Pol-Air Heating & Refrigeration, Inc.  
Date: 10/7/99