

STATE OF ALABAMA  
SHELBY COUNTY

ARTICLES OF ORGANIZATION  
OF  
AIR ENGINEERS, L.L.C.

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Pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama §§ 10-12-1, et seq. (1975) [Acts 1993, No. 93-724] (the "Act"), the undersigned hereby adopt the following Articles of Organization for the purposes of organizing an Alabama limited liability company under the Act:

ARTICLE 1: Name. The name of the limited liability company is Air Engineers, L.L.C. (the "Company").

ARTICLE 2: Duration. The Company shall have a duration of thirty (30) years from the date of organization, unless it is dissolved and its affairs wound up prior to that date in accordance with the Act.

ARTICLE 3: Purpose. The purpose for which the Company is formed is to engage in the business of the buying, selling, leasing, holding, trading, or otherwise acquiring and distributing, at wholesale and/or at retail, heating, ventilating, and air conditioning equipment and systems and any component parts, services or labor required or related thereto, and to engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act. The Company may further purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any equipment, real or personal property, or any interest therein.

The Company is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval being first obtained.

ARTICLE 4: Registered Office; Registered Agent. The location and street address of the initial registered office of the Company shall be 7279 Cahaba Valley Road, Birmingham, Alabama 35242, and its registered agent at such address shall be Harold E. Bissell.

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*Burr, Thomas*  
*3000 Southtrust Tower*  
*Birmingham, AL 35203*

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ARTICLE 5: Initial Members. The names and addresses of the initial members are:

Harold E. Bissell

4229 Old Brook Trail  
Birmingham, AL 35243

Virginia B. Bissell

2000 Garden Place Drive  
Birmingham, Alabama 35223

Jane P. Bissell

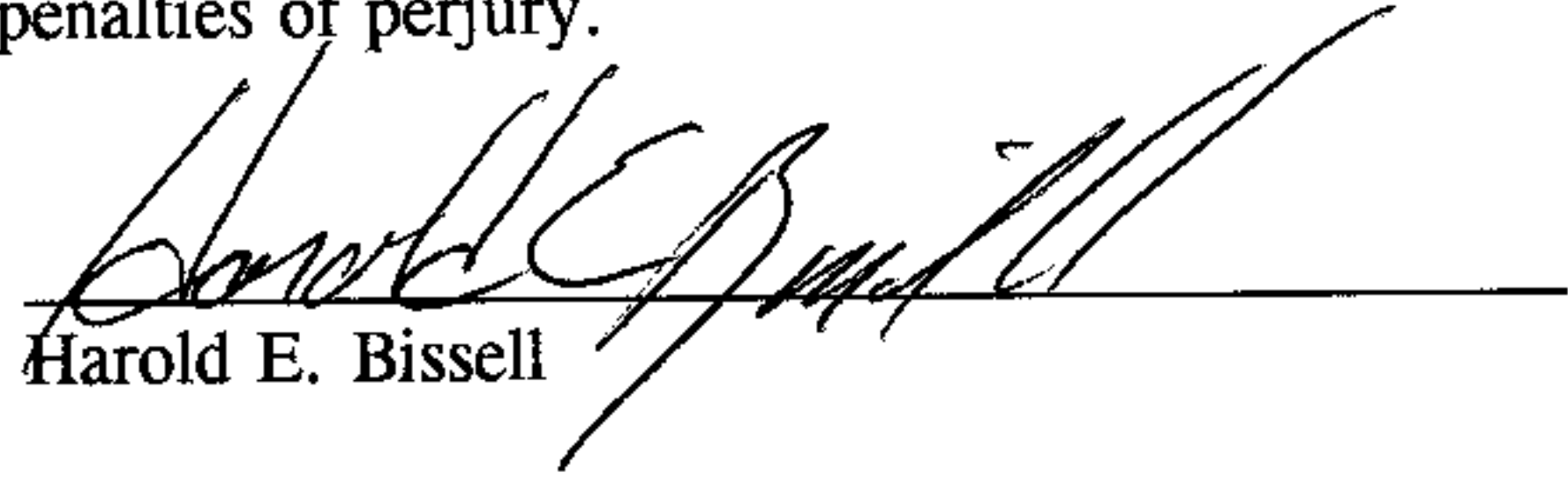
4229 Old Brook Trail  
Birmingham, Alabama 35243

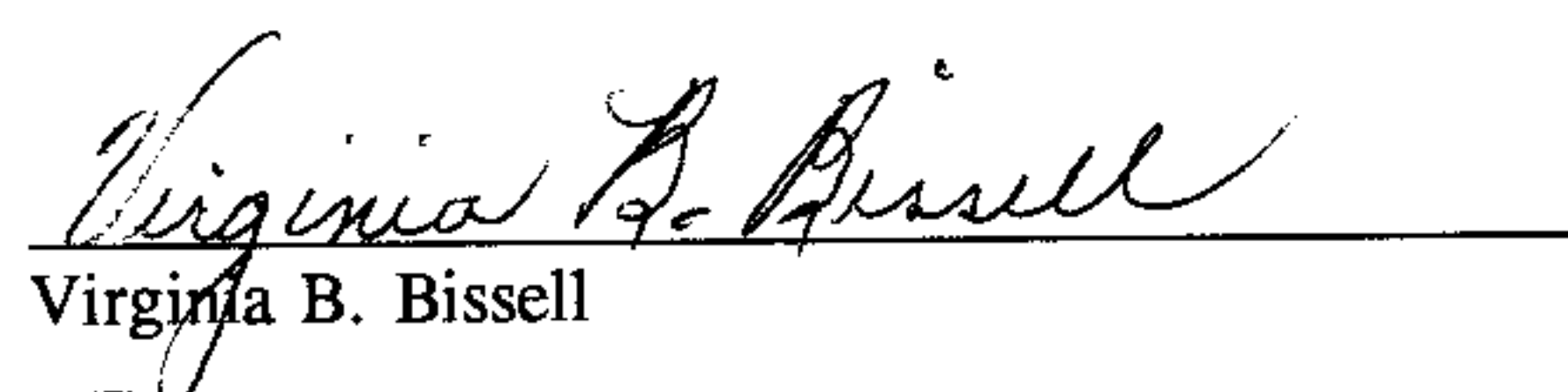
ARTICLE 6: Admission of Additional Members. The members of the Company shall have no right to admit additional members to the Company, except as may be provided in the Act.

ARTICLE 7: Continuation of Business. The Company's existence and its business may be continued after an event of dissociation terminates the continued membership of a member of the Company if (a) there are at least two (2) remaining members or at least one (1) remaining member and a new member is admitted, and (b) all the remaining members give their written consent to such continuation within ninety (90) days of the occurrence of the event of dissociation.

ARTICLE 8: Managers. The management of the Company is vested in its members.

IN WITNESS WHEREOF, these Articles of Organization of Air Engineers, L.L.C. have been subscribed this \_\_\_\_ day of October, 1993 by the undersigned, who affirm that the statements made herein are true under the penalties of perjury.

  
Harold E. Bissell

  
Virginia B. Bissell

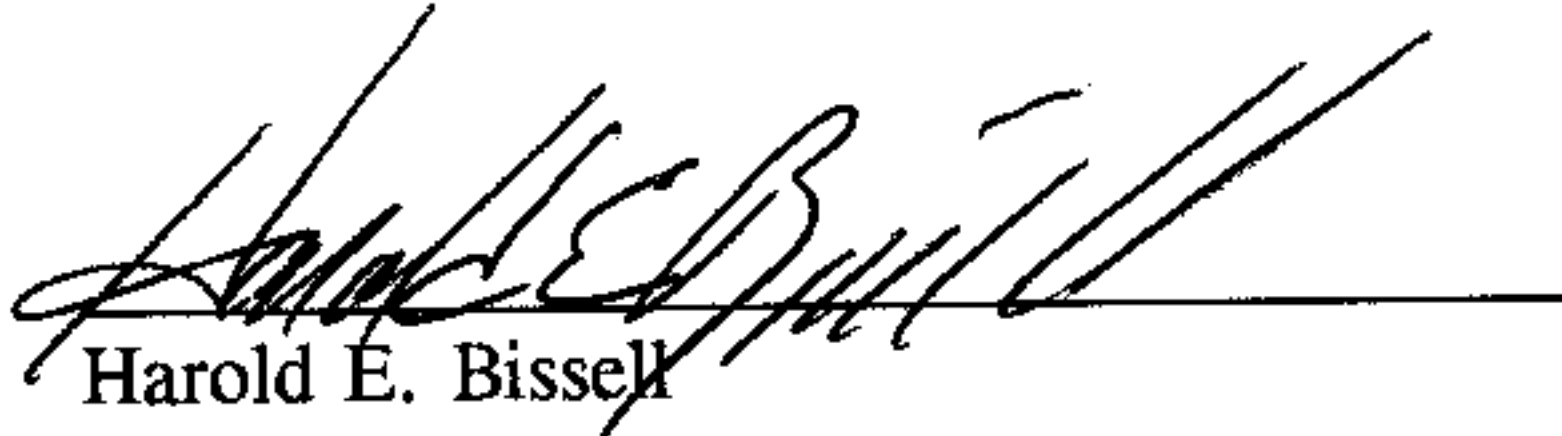
  
Jane P. Bissell

## REPORT OF DOMESTIC LIMITED LIABILITY COMPANY

BE IT KNOWN THAT AIR ENGINEERS, L.L.C., a limited liability company organized pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama §§ 10-12-1, et seq. (1975)[Act 1993, No. 93-724] (the "Act"), hereby makes this report to the Secretary of State of the State of Alabama, as required under Code of Alabama § 10-12-15(b):

1. Name. The name of the limited liability company is: Air Engineers, L.L.C.
2. County. The limited liability company filed its Articles of Organization in Shelby County, Alabama on October \_\_, 1993.
3. Principal Place of Business. The address of the limited liability company's principal place of business in Alabama is 7279 Cahaba Valley Road, Birmingham, Alabama 35242.
4. Registered Office. The street address of the office in Alabama required to be maintained under Code of Alabama § 10-12-15(a)(1) is 7279 Cahaba Valley Road, Birmingham, Alabama 35242.
5. Registered Agent. The name and street address of the agent for service of process required to be maintained under Code of Alabama § 10-12-15(a)(2) is Harold E. Bissell, 7279 Cahaba Valley Road, Birmingham, Alabama 35242.

IN WITNESS WHEREOF, this 28 day of October, 1993, at Shelby County, Alabama.

  
Harold E. Bissell

Mail completed form with \$5.00 fee to:

Secretary of State  
Corporate Section  
P. O. Box 5616  
Montgomery, Alabama 36103-5616  
(205) 242-5324

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