

THIS INSTRUMENT WAS PREPARED BY:
Vickie E. House, Attorney
P. O. Box 160
Calera, Alabama 35040

ARTICLES OF INCORPORATION
OF
ROYAL-AIR, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, George W. Roy, Jr., who is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the sole sub-scriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Royal-Air, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.
2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.
3. The period of duration for the corporation is perpetual.
4. The objects and purposes for which the corporation is formed are:

(a) To provide, design, manufacture, market, sell, transfer, assemble, modify, install, warehouse, and service heating, air conditioning, ventilation, and electrical systems, equipment and services; to provide sheet metal installation and maintenance services; and to provide, market and sell maintenance services related to heating, air conditioning, ventilation, and electrical systems and equipment.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above;

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation;

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(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

(e) To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or

restrict in any manner the powers of the corporation otherwise granted by law.

5. The physical location of the principal office of the corporation shall be 8051 Highway 31 North, Calera, Alabama, and the mailing address of the corporation shall be P. O. Box 840, Calera, Alabama 35040.

6. The aggregate number of shares which the corporation shall be authorized to issue shall be one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred Dollars (\$100.00), consisting of one hundred (100) shares of common capital stock, having a par value of One Dollar (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The names and addresses of the incorporators and the number of shares subscribed by them are as follows:

George W. Roy, Jr.	100 shares
P. O. Box 840	
Calera, Alabama 35040	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its shareholders, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The shareholders shall adopt initial bylaws for the corporation at the first annual meeting of shareholders.

11. The location of the initial registered office of the corporation is 8051 Highway 31 North, Calera, Alabama, and the mailing address is P. O. Box 840, Calera, Alabama 35040.

12. The initial registered agent for the corporation shall be George W. Roy, Jr..

13. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who

is to serve as director until the first annual meeting of shareholders, or until his successor is elected and shall qualify is:

George W. Roy, Jr.
P. O. Box 840
Calera, Alabama 35040

14. The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

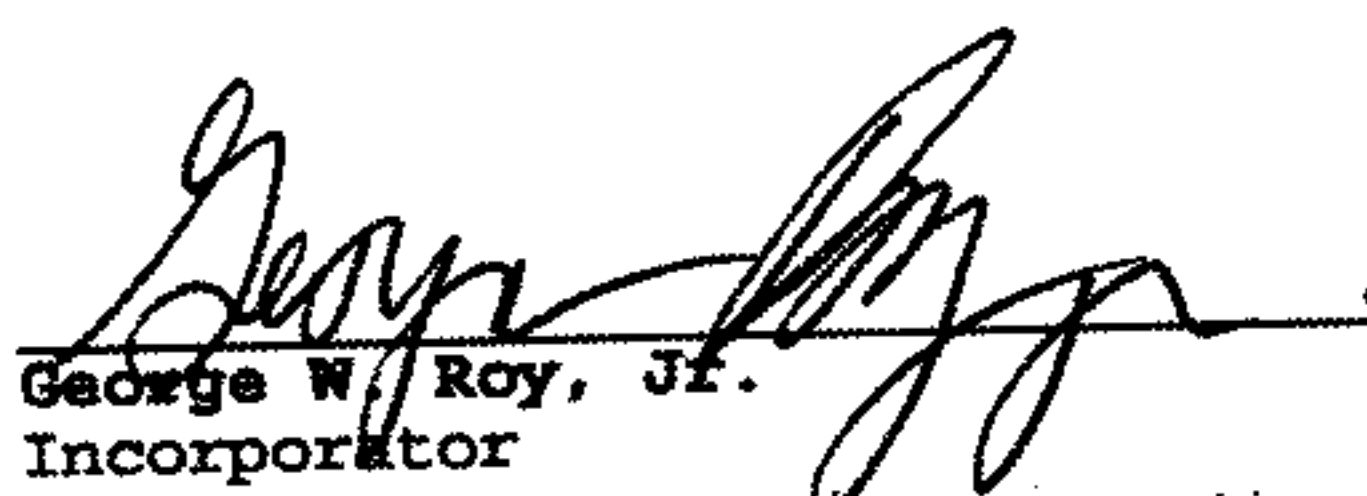
George W. Roy, Jr.
P. O. Box 840
Calera, Alabama 35040

President and
Secretary

15. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

16. This corporation is organized and incorporated under the provisions of Section 1244 of the Internal Revenue Code from its inception, and the shareholders will elect S-Corporation status under Section 1361 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 10 day of March, 1995.


George W. Roy, Jr.
Incorporator

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared George W. Roy, Jr., who is known by me, and who being first duly sworn states that the facts contained in the foregoing document are true to the best of his knowledge, information and belief.

Sworn to and subscribed before me this 10th day of March, 1995.

1-20-98
My commission expires


Notary Public

EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK OF
ROYAL-AIR, INC.
A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Royal-Air, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefore upon the following manner.

<u>Name</u>	<u>Number of Shares</u>	<u>Manner of Payment</u>	<u>Signature</u>
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George W. Roy, Jr.

100

Cash



STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Royal-Air, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of George W Roy Jr, PO Box 840, Calera, AL 35040 for a period of one hundred twenty days beginning February 9, 1995 and expiring June 10, 1995.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 9, 1995

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

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