

ARTICLES OF INCORPORATION
OF
DRIVER REFRIGERATION, INC.

1. THE NAME OF THE CORPORATION IS DRIVER REFRIGERATION, INC.
2. THE PERIOD OF ITS DURATION IF PERPETUAL.
3. THE PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE TO SELL, INSTALL AND SERVICE AIR CONDITIONING AND HEATING UNITS; AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITIES FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE ALABAMA BUSINESS CORPORATIONS ACT.
4. THE AGGREGATE NUMBER OF SHARES OF CAPITAL STOCK WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 1000 SHARES OF COMMON STOCK, PAR VALUE OF \$1.00 PER SHARE.
5. THE LOCATION AND MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 3079 HIGHWAY 31 SOUTH, PELHAM, ALABAMA 35124 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT THIS ADDRESS IS ROBERT MITCHELL.
6. THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR SUCCESSORS ARE ELECTED SHALL QUALIFY AS FOLLOWS:

NAME	ADDRESS
ROBERT MITCHELL	3079 HIGHWAY 31 SOUTH PELHAM, ALABAMA 35124
JANICE S. MITCHELL	3079 HIGHWAY 31 SOUTH PELHAM, ALABAMA 35124

7. THE NAMES AND ADDRESS OF THE INCORPORATORS OF THE CORPORATION ARE ROBERT MITCHELL AND JANICE S. MITCHELL, 3079 HIGHWAY 31 SOUTH, PELHAM, ALABAMA 35124.

8. EACH SHAREHOLDER SHALL HAVE A PRE-EMPTIVE RIGHT TO PURCHASE SHARES OF ANY CLASS OF CAPITAL STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK.

9. THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE, TAKE, RECEIVE OR OTHERWISE ACQUIRE, HOLD, OWN, PLEDGE AND TRANSFER OR OTHERWISE DISPOSE OF ITS OWN SHARES. PURCHASES BY THE CORPORATION OF ITS OWN STOCK, WHETHER DIRECT OR INDIRECT, MAY BE MADE TO THE EXTENT OF UNRESERVED AND UNRESTRICTED EARNED SURPLUS AND CAPITAL SURPLUS OF THE CORPORATION AVAILABLE

01/03/1996-00029
09:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 30.00

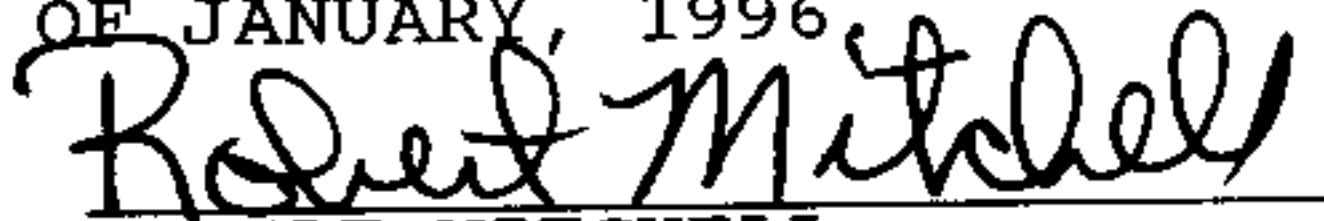
Inst # 1996-00029

THEREFOR.

10. THE INITIAL OWNERSHIP OF STOCK SHALL BE AS FOLLOWS:

NAME	NUMBER OF SHARES
ROBERT MITCHELL	999
JANICE S. MITCHELL	1

THE UNDERSIGNED, ACTING AS THE INCORPORATORS OF THE CORPORATION NAMED HEREIN IN ACCORDANCE WITH THE ALABAMA BUSINESS CORPORATION ACT, EXECUTE THESE ARTICLES OF INCORPORATION THIS THE SECOND DAY OF JANUARY, 1996


ROBERT MITCHELL


JANICE S. MITCHELL

STATE OF ALABAMA
COUNTY OF SHELBY

I, THE UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR SAID COUNTY AND SAID STATE, HEREBY CERTIFY THAT ROBERT MITCHELL AND JANICE S. MITCHELL, WHOSE NAMES ARE SIGNED TO THE FOREGOING ARTICLES OF INCORPORATION AND WHO ARE KNOWN TO ME, ACKNOWLEDGED BEFORE ME ON THIS DAY, THAT BEING INFORMED OF THE CONTENTS OF THE SAID ARTICLES OF INCORPORATION, THEY EXECUTED THE SAME VOLUNTARILY AND AS THEIR ACT OF THE DAY THE SAME BEARS DATE.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS THE SECOND DAY OF JANUARY, 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES: 3-24-96

Prepared by:

Robert Mitchell
P O Box 657
Pelham, Alabama 35124

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:

Driver Refrigeration, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Patterson, 1891 Hoover Court, Birmingham, AL 35226 for a period of one hundred twenty days beginning December 21, 1995 and expiring April 20, 1996.

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.

December 21, 1995

Date



Jim Bennett

Secretary of State



Inst # 1996-00029

01/03/1996-00029
09:22 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00