

Prepared by:  
Robert E. Moorner, Attorney  
950 Financial Center  
505 Twentieth Street North  
Birmingham, Alabama 35203

**ARTICLES OF ORGANIZATION**

**OF**

**ACTION AIR, L.L.C.**

Pursuant to the Provisions of Sections 10-12-1, et seq. of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

**ARTICLE I**

***ACTION AIR, L.L.C.***

The name of the limited liability company is ACTION AIR, L.L.C. (the ``Company``).

**ARTICLE II**

***Duration***

The duration of this Company shall be fifteen (15) years from the date of organization, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the ``Act``).

**ARTICLE III**

***Purposes***

The purposes for which the Company is formed are:

(a) To design, patent, procure patents or licenses to manufacture, and to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, and generally deal in all kinds of air conditioning apparatus, equipment, and appliances,

03/14/1997-07885  
08:40 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 MCD 80.00

Inst # 1997-07885

heating apparatus, equipment, and appliances, refrigeration apparatus, equipment, and appliances, air conditioners of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves, and heaters and fireplaces, and all the parts and accessories required for complete air conditioning, refrigeration, and heating units; to deal in all kinds of fuel saving devices, to repair and overhaul air conditioning, refrigeration, and heating apparatus and equipment, and to generally deal in and manufacture all parts necessary or desirable in connection with such air conditioning units, equipment, and appliances, refrigeration units, equipment, and appliances and heating units, equipment and appliances, and to generally deal in hardware.

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or

instrumentality in respect to any lawful undertaking or transaction;

(e) To 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 real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

#### ARTICLE IV

##### *Registered Office; Registered Agent*

The location and street address of the initial registered office of the Company shall be 6573 Quail Run Drive, Pelham,

Alabama 35124, and its registered agent at such address shall be Garry L. Davis.

#### ARTICLE V

##### *Initial Members*

The names and addresses of the initial members are:

Garry L. Davis

6573 Quail Run Drive,  
Pelham, Alabama 35124

Patricia E. Davis

6573 Quail Run Drive  
Pelham, Alabama 35124

#### ARTICLE VI

##### *Admission of Additional Members*

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

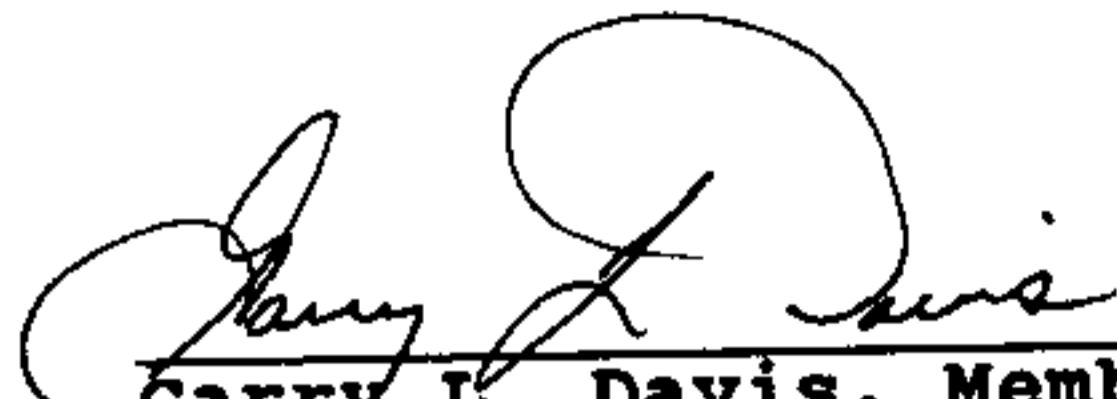
#### ARTICLE VII

##### *Continuation of Business*

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 27th day of February, 1997, by the undersigned members, who

affirm that the statements made herein are true under the penalties  
of perjury.

  
Garry L. Davis, Member

  
Patricia E. Davis, Member

Inst. # 1997-07885  
-5-

03/14/1997-07885  
08:40 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 MCD 80.00