

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is MIDSTATE HVAC & R/OIL, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the business of installing and repairing heating, ventilation, air conditioning, cooling and refrigeration systems and equipment for residential and commercial purposes, and to engage in the business of purchasing, selling and distributing, at wholesale and retail, heating, ventilation, air conditioning, cooling and refrigeration systems, fixtures, supplies and equipment, of every kind, nature and description, for residential and commercial purposes, and to engage in the purchase and sale, at wholesale and retail, and the shipment and transportation of oil fuel for residential, commercial and industrial purposes. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) 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, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

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

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purpose.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) If only one class: Total number of shares 600 All shares are to be without par value.
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

The corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended.

or

- (b) If more than one class: Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have a lien on the shares of stock of any stockholder for any indebtedness of such stockholder to this corporation, enforceable in such manner as the By-Laws of this corporation shall provide. The corporation shall have the right of pre-emption on the stock of all stockholders to purchase said stock at the lowest price at which any stockholder is willing to sell before the same shall be sold by such stockholder to any other party. The right of pre-emption shall be exercised in the manner provided for in the By-Laws of the corporation. The corporation shall have the right to refuse to register the name of any transferee of stock as an owner thereof on its records, if such stockholder shall have paid less than the amount at which it was offered to the corporation, and the corporation may require of such transferee an affidavit as to the price paid for such stock.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The corporation shall have the power to guarantee any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this State or by any other State, Country, Nation or Government.

SEVENTH. The address of the initial registered office of the corporation is
84 Oak Street, Westerly, RI 02891 (add Zip Code)
and the name of its initial registered agent at such address is: Robert Ritacco

EIGHTH. 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 or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Daniel S. LaBelle	323B Arcadia Road, Richmond, RI 02832
Jennifer L. LaBelle	323B Arcadia Road, Richmond, RI 02832

NINTH. The name and address of each incorporator is:

Name	Address
Daniel S. LaBelle	323B Arcadia Road, Richmond, RI 02832
Jennifer L. LaBelle	323B Arcadia Road, Richmond, RI 02832

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon Filing
Dated April 28, 2003

[Signature]
[Signature]

STATE OF RHODE ISLAND } In the ~~City~~ } of Westerly
COUNTY OF WASHINGTON } Town }
in said county this 28th day of April, A.D. 2003
then personally appeared before me DANIEL S. LABELLE and JENNIFER L. LABELLE

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Donna M. Chiavaro
Notary Public

MID-STATE PLUMBING AND HEATING CORP.

**Joseph L. Viveiros
163 New Road
Exeter, RI 02822**

May 12, 2003

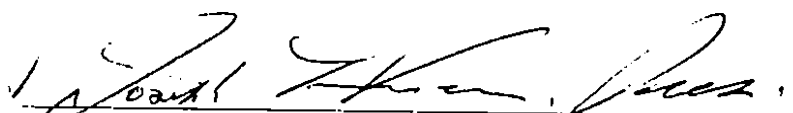
Matthew A. Brown, Secretary of State
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

Dear Mr. Brown:

This letter is to consent to the filing of a corporation to be known as Midstate HVAC & R/Oil, Inc. by one, Daniel LaBelle, of 323B Arcadia Road, Richmond, Rhode Island, 02832. I have no objection to the filing of this corporation with the Secretary of State for the State of Rhode Island.

Very truly yours,

MID-STATE PLUMBING AND HEATING CORP.


Joseph L. Viveiros
President

RECEIVED
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIV.
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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Labor and Training

DIVISION OF PROFESSIONAL REGULATION

1511 Pontiac Avenue - Building 70

P. O. Box 20247

Cranston, Rhode Island 02920-0943

Telephone: (401) 462-8527 FAX (401) 462-8528 TDD (401) 462-8006

Date

May 28, 2003.

To whom it may concern:

Daniel Kabelle

This is to verify that _____ is a Rhode Island licensed

Refrigeration/Master-2 with the Department of Labor and Training.

Pipefitter/Master-2 License number (s) #6697 have been in effect since

10-06-2000 - 1-26-2002

If further information is needed - call this division at 462-8626.

Yours truly,

R. R. Andrews

Administrator