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AZ CORPORATION COMMISSION
FILED

JAN 31 2007

FILE NO. -13 418 46-0

Articles of Incorporation of:
HGS Commercial A/C & Refrigeration, Inc.

Article I The name of this corporation is HGS Commercial A/C & Refrigeration, Inc..

Article II The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, either solely or as a joint venture with any other person, partnership or corporation.

Article III The Corporation initially intends to conduct the business of Air Conditioning & Refrigeration Contractor.

Article IV The Corporation shall have the authority to issue 10,000 shares of common stock with a par value of \$0.00.

Article V The Shareholders, from time to time, of the stock of the Corporation shall have preemptive rights as to the stock then, or employees of the Corporation or of any affiliate thereof, and no shareholder approval or ratification of any issuance of rights and options shall be required.

Article VI The Corporation may issue rights and options to purchase shares of stock of the Corporation to directors, officers or employees of the Corporation or of any affiliate thereof, and no shareholders approval or ratification of any issuance of rights and options shall be required.

Article VII The name and address of the Statutory Agent in Arizona is: American Contractor Business Services, Inc. - Bruce A. Evers - president, 2041 W. Glendale Ave., Phoenix, AZ 85021.

Article VIII The street address of the known place of business of the Corporation is: 3634 E. Southern Ave. Suite 5, Phoenix, Arizona 85040.

Article IX The initial board of directors shall consist of 1 (One) or more directors. The name and address of the person(s) who serve as the director(s) until the first annual meeting of shareholders or until his successor is elected and qualified is Harvey Gene Schoenwald, 3634 E. Southern Ave. Suite 5, Phoenix, Arizona 85040. The number of directors thereafter shall be fixed by the Bylaws.

Article X The following persons shall serve as officers of the Corporation to hold the following offices until the first meeting of the Shareholders or Board of Directors, until their earlier resignation or removal or until their successors are chosen and shall qualify Harvey Gene Schoenwald, 3634 E. Southern Ave. Suite 5, Phoenix, Arizona 85040, President.

Article XI The name and address of the incorporator is: Harvey Gene Schoenwald, 3634 E. Southern Ave. Suite 5, Phoenix, Arizona 85040. All powers, duties and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

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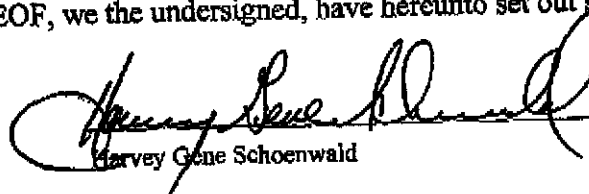
Articles of Incorporation of
HGS Commercial A/C & Refrigeration, Inc.

Article XII The Corporation shall indemnify any person that incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

Article XIII To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or Modification.

Article XIV The board of Directors of the Corporation may from time to time, cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned capital surplus of the Corporation.

IN WITNESS WHEREOF, we the undersigned, have hereunto set out signatures this 29 day of January 2007


Harvey Gene Schoenwald President / Incorporator

I having been designated to act to Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.


-Statutory Agent

American Contractor Business Services, Inc. - Bruce A. Evers - president

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION**

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

**PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. § 10-202.D**

HGS Commercial A/C & Refrigeration, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No YES

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.

6 Social Security number.

7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No YES

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.

3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Harvey Gene Schoenwald
PRINT NAME Harvey Gene Schoenwald

BY _____

PRINT NAME _____

TITLE President DATE 01/29/07

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly AUTHORIZED OFFICER OF THE CORPORATION.