AZ CORPORATION COMMISSION

JAN 3 1 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.

<u>Article V</u> 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.

-1341846-0

## 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

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

Phocnix. Arizona 85007-2929

Tucson Address: 400 West Congress

Tucson, Arizona 85701-1347

## **PROFIT** CERTIFICATE OF DISCLOSURE

and outstanding common shares, or 20% of any outer proposed by any state or jurisdiction? receivership or had it-, charter revoked, or administratively or judicially dissolved by any state or jurisdiction?		
Has any person serving either by election or appointment as officer, director, trustee, incorporator and 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 any state or federal count entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order: preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:  (a) Involved the violation of the consumer fraud laws of that jurisdiction?; or  (b) Involved the violation of the consumer fraud laws of that jurisdiction?  (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?  Ves	A.R.S. §	
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 securifies, 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 elonents of which consisted of fraud, misrepresentation, theft by false precessa, 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 the consumer fraud laws of that jurisdiction?  (b) Involved the violation of the antifust or restraint of trade laws of that jurisdiction?  Vea No  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.  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 jude its, charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  1. Name and address of the corporation.  2. Full name (including aliases) and address of each person involved.  5. Date and corporate operation.		HGS Commercial A/C & Refrigeration, Inc.
1. Been convicted of a felory involving a transaction in securities, consumer fraud or antitrust in any state or receival pursaction within the sevention of this Certificate?  2. Been convicted of a felory, 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, decroe 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, decroe 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?  (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?  VesNo		EXACT CORPORATE NAME
1. Been convicted of a felory involving a transaction in securities, consumer fraud or antitrust in any state or receival pursaction within the sevention of this Certificate?  2. Been convicted of a felory, 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, decroe 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, decroe 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?  (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?  VesNo	. Has any person serving either by election or appointment as officer, direction of any other proprietary, the serving standard and outstanding common shares or 10% of any other proprietary, the	tor, trustee, incorporator and persons controlling or holding over 10% of the concerning or membership interest in the corporation:
2. Been convicted of a zelony, the desemble the seven-year period immediately preceding the execution of this certificate wherein such 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:    Proceeding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:   Proceeding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:   Proceeding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:   Proceeding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:   Proceeding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:   Proceeding the execution of the execution of any state or fermion order:   Proceeding the execution of the execution order:   Proceeding the execution of the execution order:   Proceeding the execution of the execution order:   Proceeding the execution order:   Proceding the execution order:	1920Ad min American D	- fewd or antitrust in any state or federal jurisdiction within the seven-year period
2. Been convicted of a zelony, the desemble that seven-year period immediately preceding the execution of this continuous and the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decroe or permanent order:  preceding the execution of this Certificate wherein such injunction, judgment, decroe or permanent order:  (a) Involved the violation of freud or registration provisions of the securities laws of that jurisdiction?; or  (b) Involved the violation of the consumer fraud laws of that jurisdiction?  (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?  Pes	Been convicted of a felony involving a transaction in securities, consume immediately preceding the execution of this Certificate?	fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly
reseding the execution of this execution 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	Been convicted of a felony, the essential elements of in any state or federal jurisdiction within the seven-year period immedia any state or federal jurisdiction within the seven-year period immedia.	liately preceding the execution of this Certificate?  Her of any state or federal court entered within the seven-year period immediately
(a) Involved the violation of fregularing provision provision provision (b) Involved the violation of the consumer fraud laws of that jurisdiction?  Yes No	3. Been or are subject to an injunction, judgment, decree or permanent of preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent of the preceding the execution of this certificate wherein such injunction, judgment, decree or permanent of the preceding the execution of this certificate wherein such injunction, judgment, decree or permanent of the preceding the execution of this certificate wherein such injunction, judgment, decree or permanent of the preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of this certificate wherein such injunction is preceding the execution of t	idgment, decree or permanent order:
VesNo	(a) Involved the violation of fraud of registration provisions of that jurisdict	tion?: or
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.  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 held it., charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  YesNo	(b) involved the violation of the consumer translation that jurisdiven of the partition of trade laws of	that jurisdiction?
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 judicual action, date and location, the court and public agency involved and file or cause number of case.  6. Social Security number.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of case.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of case.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of case.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of case.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of case.  7. The nature and description of each conviction or judicual action, date and location, the court and public agency involved and file or cause number of each conviction, date and location, the court and public agency involved and file or cause and location, the court and public agency involved and file or cause number of each conviction, date and location, the court and public agency involved and file or cause and location, the court and public agency involved and file or cause and location, the court and public agency involved and file or cause and location, the court and public agency involved and file or cause and location, the court and location in th	(c) Involved the violation of the antidust of 16522 and of	•
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.  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 held it-, charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  YesNo	YesNo.	
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.  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 held it-, charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  YesNo  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. Pull name (including aliases) and address of each person involved.  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.  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.  9. 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.  9. Social Security number.  9. The nature and description of each conviction of each conviction of each conviction, date of case.  9. Social Security number.  9. The nature and description of each conviction of each conviction of each conviction, date of case.  9. Social Security number.  9. The nature and description of each conviction of each conviction, date of case.  9. Social Security number.  9. The nature and description of each conviction of each	B. IF YES, the following information MUST be attached:	
1. Full hame, prior name(s) and alrases, it does. 2. Full birth name. 3. Present home address. 4. Prior addresses (for immediate preceding 7-year period). 5. Date and location of birth.  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, 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 held it, charter revoked, or administratively or judicially dissolved by any state of jurisdiction?  Yes		6 Social Security number.
3. Present home address. 4. Prior addresses (for immediate preceding 7-year period). 5. Date and location of birth.  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 it-, charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  YesNo	1. Full name, prior name(s) and aliases, it used.	a Jacobintion of each conviction of Hidicial Scitor, Uses
4. Prior addresses (for immediate preceding 7-year period).  5. Date and location of birth.  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 custanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, 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 held or controlled over 20% of the issued of purisdiction?  Yes	D. Donnet have address	and location, the court and public agency involved and the
5. Date and location of birth.  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 cutstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, 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 held it., charter revoked, or administratively or judicially dissolved by any state or jurisdiction?  YesNo	A Prior addresses (for immediate preceding 7-year period).	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, 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 held or controlled over 20% of the issued in bankruptcy, and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation.  Yes No		
	YesNoNoNo The ABOVE QUESTION IS "YES", YOU MUS  1. Name and address of the corporation. 2. Full name (including aliases) and address of each person	T ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:  3. State(s) in which the corporation:  (a) Was incorporated. (b) Has transacted business.  4. Dates of corporate operation.  5. Onto and case number of Bankruptcy or date of
	D. The fiscal year end adopted by the corporation is 12/31  Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) of my(our) knowledge and belief it is true, correct and complete, and here THIRTY (80) DAYS OF THE DELIVERY DATE.	) that I(we) have examined this Certificate, including any attachments, and to the besiby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN
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 resulting the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the resulting the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments, and to the resulting that I(we) have examined this Certificate, including any attachments and including the resulting that I(we) have examined the resulting that I(w	Hours Sene telling	ВУ
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 fest 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 (80) DAYS OF THE DELIVERY DATE.	PRINT NAME Harvey Gene Schoenwald	PRINT NAME
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 6cs 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 (80) DAYS OF THE DELIVERY DATE.  BY  PRINT NAME  Harvey Gene Schoenwald  PRINT NAME  Harvey Gene Schoenwald  PRINT NAME	TITLE President DATE 01/29/07	
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 6cs 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 (80) DAYS OF THE DELIVERY DATE.  BY  PRINT NAME  Harvey Gene Schoenwald  PRINT NAME  DATE  DATE  DATE	TO STATE OF THE PROPERTY AND ALL INCORPORATORS MIST SIGN	THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person
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 6cs 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 (80) DAYS OF THE DELIVERY DATE.  BY  PRINT NAME  Harvey Gene Schoenwald  PRINT NAME  President  DATE  DATE  DATE  TITLE  President  DATE  DATE  DATE  HISCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE, If within sixty ds/s, any person	115	100% of the interest and outsignships spaces of 1070 of any outside properties. The continues
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 6cs 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 (80) DAYS OF THE DELIVERY DATE.  BY  PRINT NAME  Harvey Gene Schoenwald  PRINT NAME  DATE  DATE	or membership interest in the corporation and the person was not included in	n this disclosure, the corporation must the an AIVENLED certificate splitted by at least

one duly AUTHORIZED OFFICER OF THE CORPORATION.

CP 0022 - Business Corporations

Rev: 3/00