

RANDY W. SINCLAIR, P.C.

219 Patton Street
Danville, Virginia 24541
(804) 792-8722

FAX (804) 797-1639
E-MAIL Fosh@Gamewood.Net

March 5, 1998

Mr. William J. Bridge, Clerk
STATE CORPORATION COMMISSION
Post Office Box 1197
Richmond, VA 23209

DR 980306 0089

Re: *SOUTHSIDE MECHANICAL SERVICES, INC.*

Dear Mr. Bridge:

Please note the enclosed Articles of Incorporation, which are submitted for recordation.

We are enclosing a check in the amount of \$75.00, payable to the State Corporation Commission, representing filing costs.

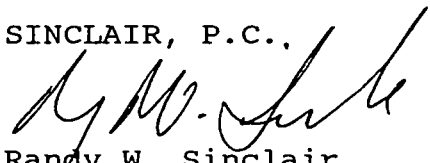
Once the Charter has been issued for the corporation, please forward same to this office. Your assistance in this matter is greatly appreciated.

With kind regards, I am

Very truly yours,

RANDY W. SINCLAIR, P.C.,

By


Randy W. Sinclair

RWS/dh
Enclosures

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499579-1

March 10, 1998

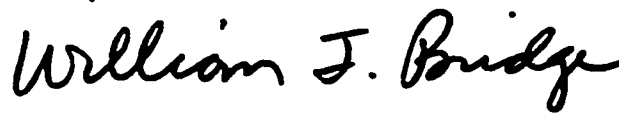
RANDY W SINCLAIR
219 PATTON ST
DANVILLE, VA 24541

RE: SOUTHSIDE MECHANICAL SERVICES, INC.
ID: 0499579 - 1
DCN: 98-03-06-0089

This is your receipt for \$75.00 covering the fees for filing
articles of incorporation with this office.

The effective date of the certificate of incorporation is March
10, 1998.

Sincerely yours,

A handwritten signature in black ink that reads "William J. Bridge". The signature is written in a cursive, flowing style.

William J. Bridge
Clerk of the Commission

CORPACPT
CIS20423

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 10, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

SOUTHSIDE MECHANICAL SERVICES, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective March 10, 1998.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "J. V. Morrison", is written over the word "By".

Commissioner

CORPACPT
CIS20423
98-03-06-0089

ARTICLES OF INCORPORATION
OF
SOUTHSIDE MECHANICAL SERVICES, INC.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is: *SOUTHSIDE MECHANICAL SERVICES, INC.*

2. The number of shares the corporation is authorized to issue is *5,000* shares of stock.

3. A. The corporation's initial *registered office*, including street and number is: *219 Patton Street, Danville, VA 24541.*

B. The registered office is *located in the City of Danville, Virginia.*

4. A. The name of the corporation's initial *registered agent*, whose business office is identical with the above registered office, is: *RANDY W. SINCLAIR.*

B. The initial registered agent is a *member of the Virginia State Bar* and a *resident of Virginia.*

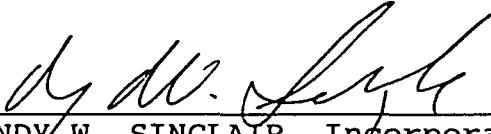
5. The names and addresses of the initial *director* is:

George R. Hylton, Jr.

150 Ingram Road
Danville, Virginia 24541

6. *INCORPORATOR: RANDY W. SINCLAIR.*

Given under my hand this 5th day of March, 1998.

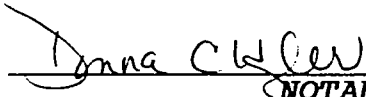

RANDY W. SINCLAIR, Incorporator

STATE OF VIRGINIA - AT LARGE

CITY OF DANVILLE, to-wit:

The foregoing instrument was acknowledged before me this 5th
day of March, 1998, by RANDY W. SINCLAIR, Incorporator.

My commission expires: 11/30/98.


NOTARY PUBLIC

