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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

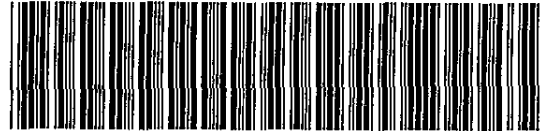
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05 FEB 21 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 FEB 18 AM 10:00  
REGISTRATION DIVISION  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Goodman Global Holdings, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Wes Strickland  
(Name of Person)

Foley & Lardner LLP  
(Firm/Company)

106 East College Avenue, Suite 900  
(Address)

Tallahassee, Florida 32301  
(City/State and Zip code)

For further information concerning this matter, please call:

Wes Strickland at ( 850 ) 222-6100  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☒ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED  
05 FEB 21 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Goodman Global Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Not applicable

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1932202  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 17, 2004 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business transacted in Florida prior to registration.  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2550 North Loop West, Suite 400  
(Principal office address)

Houston, Texas 77092  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under applicable corporate law  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

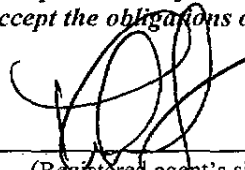
Name: F&L Corp.

Office Address: One Independent Drive, Suite 1300

Jacksonville, Florida 32202  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

President: See addendum \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

**ADDENDUM TO FLORIDA SECRETARY OF STATE REGISTRATION**

**GOODMAN GLOBAL HOLDINGS, INC.**

**DIRECTORS & OFFICERS LIST**

The address for each of the following officers and directors is:

2550 North Loop West, Suite 400  
Houston, Texas 77092

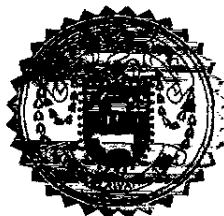
Charles A. Carroll	President, Chief Executive Officer and Director
Lawrence M. Blackburn	Executive Vice President and Chief Financial Officer
Ben D. Campbell	Executive Vice President, Secretary and General Counsel
Donald R. King	Executive Vice President, Human Resources
Peter H. Alexander	Senior Vice President, Independent Distribution
Samuel G. Bikman	Senior Vice President, Logistics and Business Development
Gary L. Clark	Senior Vice President, Marketing
James L. Mishler	President Company-Owned Distribution
Terrance M. Smith	Senior Vice President and Chief Information Officer
William L. Topper	Senior Vice President, Operations
Michael J. Bride	Vice President, Sales - Amana
Jeffrey R. Ellingham	Vice President, Engineering
Raymond V. Carroll, Jr.	Vice President, Assistant General Counsel and Assistant Secretary
Tim Pischulla	Vice President, Finance
Ardee Toppe	Vice President, Treasurer and Controller
R. Mike Bryant	Associate General Counsel and Assistant Secretary
Cynthia Smith	Assistant Secretary
Nancy Rodgers McNease	Assistant Treasurer
Laurence Berg	Director
Steve Martinez	Director
Anthony Civale	Director
John B. Goodman	Director

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOODMAN GLOBAL HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2005.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3882631 8300

AUTHENTICATION: 3671248

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DATE: 02-08-05