

EnviroStar, Inc.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of EnviroStar, Inc. (the "Corporation") is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to any governmental body or the public; the Corporation's systems of internal controls over financial reporting; and the Corporation's auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial and accounting reporting process and internal control system.
- Review and appraise the performance, qualifications and independence of the Corporation's independent registered public accounting firm.
- Provide an open avenue of communication among the Corporation's independent registered public accounting firm, financial and senior management and the Board.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in this Charter and such other activities consistent with this Charter as may from time to time be necessary or appropriate and assigned to it by the Board.

The Committee's function is one of oversight only, overseeing the accounting and financial reporting processes of the Corporation and the audits of the Corporation's financial statements. The Corporation's management is responsible for preparing the Corporation's financial statements and its independent registered public accounting firm is responsible for auditing those financial statements. Nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under Delaware law which shall continue to be the legal standard for the conduct of the members of the Committee.

II. COMPOSITION OF THE AUDIT COMMITTEE

The Committee shall be comprised of at least two members of the Board, as determined by the Board. Subject to such exceptions as may pertain under applicable rules of the NYSE Amex, each member of the Committee must, at all times during service on the Committee; be an independent director; be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committees;

not have participated in the preparation of the financial statements of the Corporation or any subsidiary of the Corporation at any time during the then past three years; and otherwise meet the audit committee composition rules of the NYSE Amex. For purposes of this Charter, the definition of independent directors will be based on the rules of the Securities and Exchange Commission (the “SEC”) and the NYSE Amex for audit committees, in each case as amended, modified or supplemented from time to time. All members of the Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement or become able to do so within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in such member's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve at the pleasure of the Board or until their successors shall be duly elected and qualified. Unless a chairperson of the Committee (the “Chair”) is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet from time to time at a meeting (in which members of the Committee may participate by means of telephone equipment) called by the Chair or as requested by the Corporation’s independent registered public accounting firm but at least once with respect to the financial statements for each of the Corporation’s first three fiscal quarters and at least once with respect to the Corporation’s annual financial statements. The Committee may ask members of management or others to attend meetings of the Committee and provide pertinent information as necessary. As part of its responsibility to foster open communication, the Committee shall meet at least annually with management and the Corporation’s independent registered public accounting firm in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately. In addition, the Committee or its Chair shall discuss with management and the Corporation’s independent registered public accounting firm the Corporation's annual and quarterly financial statements consistent with Section IV below. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The duties of the Committee shall include the following:

Documents/Reports Review

- Review, prior to its filing or prior to its release, as the case may be, the Corporation's Annual and Quarterly Reports to be filed with the SEC on Forms 10-K and 10-Q and annual report to stockholders.

- Review such other reports or other financial information to be submitted to the SEC or the public as the Committee shall deem appropriate.
- In connection with the review of all such reports and financial information, consult with the Corporation's management and the Corporation's independent registered public accounting firm as to the completeness and accuracy of such reports and financial information and discuss any significant changes in the Corporation's selection or application of accounting principles; the items required by Statement of Auditing Standards 61, as amended (AICPA, *Professional Standards*, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200 T, as in effect from time to time; Statement of Auditing Standards 100, as in effect at that time in the case of the quarterly statements; and Rule 2-07 of Regulation S-X promulgated by the SEC, as in effect from time to time.
- Review with management and the Corporation's independent registered public accounting firm major issues regarding accounting principles, critical accounting policies and practices used and to be used in the preparation of the Corporation's financial statements; alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosure and treatments and the treatment preferred by the independent registered public accounting firm; significant judgments made in management's preparation of the financial statements; financial statement presentations, any schedules of unadjusted differences; major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies therein; any management letter issued by the independent registered public accounting firm; off-balance sheet structures; and the type and presentation of information to be included in financial statements and earnings press releases (including any use of "pro forma" or "adjusted" non-GAAP, information).
- Review disclosures made to the Committee by the Corporation's principal executive officer and principal financial officer during their certification process with respect to the Reports on Forms 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.
- Recommend to the Board of Directors whether the Corporation's financial statements for the year covered by such report should be included in the Corporation's Annual Report on Form 10-K.

Independent Registered Public Accounting Firm

- Be directly responsible for the appointment, compensation, retention and oversight of the work of any independent registered public accounting firm engaged for the purpose of issuing an audit report or performing audit, review or attest services for the Corporation (including the resolution of disagreements between management and the Corporation's independent registered public accounting firm regarding financial reporting).

- Review the performance of the Corporation's independent registered public accounting firm.
- Have sole authority to appoint, discharge and replace the Corporation's independent registered public accounting firm, which shall report directly to the Committee and be ultimately accountable to the Committee and the Board.
- Receive the written disclosure and letter from statements from the Corporation's independent registered public accounting firm delineating all relationships between that firm and the Corporation required by Independence Standards Board Standard No. 1, as amended, modified or supplemented from time to time, and the Public Company Accounting Oversight Board and the SEC regarding the independent registered public accounting firm's independence and, on at least an annual basis, review and engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent registered public accounting firm.
- Review the qualifications and performance of the lead partner and balance of the registered public accounting firm's staff for the audit of the Corporation's financial statements.
- Discuss with the Corporation's independent registered public accounting firm at least annually (a) the independent registered public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the independent registered public accounting firm and (c) any steps taken by the independent registered public accounting firm to deal with any such issues.
- Pre-approve all audit and permitted non-audit services to be performed by the Corporation's independent registered public accounting firm (including the terms of its engagement with respect thereto), explicitly and/or through policies and procedures adopted by the Committee; consider whether the provision of non-audit services is compatible with maintaining the independent registered public accounting firm's independence; and approve all engagement letters between the Corporation and the independent registered public accounting firm for both audit and permitted non-audit services. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals required by this Section provided that the decisions of the member or members to whom such authority is delegated shall be presented to the full Committee at its next scheduled meeting.
- Discuss with the Corporation's independent registered public accounting firm the rotation of the audit partners, including, without limitation, the lead partner and concurring or

reviewing partner, pursuant to Rule 2-01(c)(6) of Regulation S-X promulgated by the SEC.

- Set hiring policies for employees or former employees of the Corporation's independent registered public accounting firm which shall, at a minimum, comply with Section 206 of the Sarbanes-Oxley Act of 2002.
- Present its conclusions with respect to the Corporation's independent registered public accounting firm to the full Board.

Related Parties Transactions

- Review, approve or disapprove, ratify or refuse to ratify any transaction proposed in which the Corporation is or was a party with any person or entity for which disclosure would be required under Item 404 of Regulation S-K promulgated by the SEC but where the amount involved would exceed \$25,000.

Financial Reporting Processes

- Review with the Corporation's independent registered public accounting firm its opinion about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the Corporation's independent registered public accounting firm or management.
- Review and discuss with management and the Corporation's independent registered public accounting firm and others involved in the preparation thereof, the internal control procedures to be developed by the Corporation in order to comply with Section 404 of the Sarbanes-Oxley Act of 2002.

Process Improvement

- Following completion of the annual audit, review separately with each of management and the Corporation's registered public accounting firm any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- Review any significant disagreement between management and the Corporation's independent registered public accounting firm in connection with the preparation of any of the Corporation's financial statements.
- Periodically consult with the Corporation's independent registered public accounting firm out of the presence of management about internal controls and the completeness and accuracy of the Corporation's financial statements.

- Review with the Corporation's independent registered public accounting firm and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

Legal Compliance

- Review, with the Corporation's counsel, legal compliance matters, including corporate securities trading policies.
- Review with the Corporation's counsel any legal matter that could have a significant impact on the Corporation's financial statements.

Ethical Compliance

- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Self-Review

- Review the Committee's performance at least annually.
- Review and reassess the adequacy of this Charter periodically, but at least annually, and update this Charter as conditions dictate.

Certain Other Authorities

- Have the authority to engage independent counsel, accountants and other advisers, as it determines necessary to carry out its duties.
- Have the authority to provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of (i) compensation to any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate, in the Committee's discretion, in carrying out its duties.

Other Responsibilities

Perform any other activities consistent with this Charter, and the Corporation's Certificate of Incorporation, By-laws and governing law, as the Committee or the Board deems necessary or appropriate.