F06000005097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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06 AUG 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/29/06

# COVER LETTER

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** Engineered Cooling Acquisition Corporation
(Name of Corporation)

**DOCUMENT NUMBER:** F06000005097

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin Trim
(Name of Contact Person)

Professional Licensure Services, Inc.
(Firm/Company)

2104 Delta Way Suite 1
(Address)

Tallahassee, FL 32303
(City/State and Zip Code)

For further information concerning this matter, please call:

James Davis at (850) 322-7117
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [ ] $35.00 Filing Fee
- [ ] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [x] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Street Address:**
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**PROFIT CORPORATION**
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

FILED
06 AUG 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECTION I**
**(1-3 MUST BE COMPLETED)**

F06000005097
(Document number of corporation (if known))

1. Engineered Cooling Acquisition Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 8-2-2006
(Date authorized to do business in Florida)

**SECTION II**
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8-4-06

5. Engineered Cooling Services, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Peter Doyle
(Typed or printed name of person signing)

Owner
(Title of person signing)

# Delaware



*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENGINEERED COOLING SERVICES, LLC", A FLORIDA LIMITED LIABILITY COMPANY,

WITH AND INTO "ENGINEERED COOLING ACQUISITION CORPORATION" UNDER THE NAME OF "ENGINEERED COOLING SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2006, AT 1:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4150964 8100M

060733489

AUTHENTICATION: 4952252

DATE: 08-04-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 08/04/2006
FILED 01:23 PM 08/04/2006
SRV 060733489 - 4150964 FILE

**CERTIFICATE OF MERGER**
**MERGING**
**ENGINEERED COOLING SERVICES, LLC**
**INTO**
**ENGINEERED COOLING ACQUISITION CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law

ENGINEERED COOLING ACQUISITION CORPORATION, a corporation organized and existing under the laws of the state of Delaware, does hereby certify:

FIRST: That Engineered Cooling Acquisition Corporation was incorporated on the 28th day of April, 2006, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Engineered Cooling Acquisition Corporation owns one hundred percent of the Membership Interests of Engineered Cooling Services, LLC, a Florida limited liability company.

THIRD: That Engineered Cooling Acquisition Corporation, by resolution of its Board of Directors duly adopted on August 4, 2006, determined to and did merge into itself said Engineered Cooling Services, LLC, which resolutions are as follows:

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, this Corporation merges Engineered Cooling with and into itself (the "Merger"); and

RESOLVED FURTHER, That effective upon the consummation of the Merger, this Corporation shall assume all of the obligations of Engineered Cooling, including without limitation, all obligations for taxes;

RESOLVED FURTHER, That the Chairman of the Board, President or any Vice President, and the Secretary or any Assistant Secretary, of this Corporation are authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise), and file Certificates of Merger under the General Corporation Law of Delaware, and take all other actions they consider necessary or proper to consummate the Merger;

RESOLVED FURTHER, That the officers of this Corporation be and they hereby are directed to make and execute a Certificate of Merger in the manner and form provided by law, setting forth the resolutions to merge Engineered Cooling into this Corporation, and to file same in the office of the Secretary of State of Florida and thereafter to file a certified copy thereof in the office of the recorders of deeds of the appropriate counties;

RESOLVED FURTHER, That the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, which may be in any way necessary or proper to effect said Merger.

FOURTH: That the Plan and Agreement of Merger has been duly approved, adopted, certified, executed and acknowledged by the constituent corporation and the limited liability company.

FIFTH: That the Agreement of Merger is on file at 767 Fifth Avenue, 48th Floor, New York, New York 10153, the place of business of the surviving corporation.

SIXTH: That a copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: That Engineered Cooling Acquisition Corporation shall be the surviving corporation.

EIGHTH: That the Certificate of Incorporation of Engineered Cooling Acquisition Corporation shall be the Certificate of Incorporation of the surviving corporation.

NINTH: That upon the effective date of this merger, the name of Engineered Cooling Acquisition Corporation shall be changed to Engineered Cooling Services, Inc.

[SIGNATURES ON THE FOLLOWING PAGE]

**IN WITNESS WHEREOF**, Said Engineered Cooling Acquisition Corporation has caused this certificate to be signed by David M. Butler, its Vice President, this 4th day of August, 2006.

**ENGINEERED COOLING ACQUISITION CORPORATION**

By: David M. Butler
David M. Butler, Vice President



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