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IF CONTACT NEEDED:

ARLENE KEMPNER
10905 SUNCREST COURT
TAMPA, FLORIDA 33615

813-855-1753

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FILED
99 FEB 23 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 25 1999

**CERTIFICATE OF INCORPORATION
OF
COOLENHEAT INC.**

FILED
99 FEB 23 AM 9: 30.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is COOLENHEAT INC.

SECOND: Its registered office in the state of Florida is to be located at 10905 Suncrest Court Tampa Florida 33615. The principle office and its mailing address is the same as the registered office. The registered agent in charge thereof is Arlene Kempner address 10905 Suncrest Court Tampa, Fl. 33615.

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

FOURTH: The amount of the total authorized capital stock of this corporation shall be 1,000,000 shares of common stock, 0.001 par value, and 1,000,000 shares of preferred stock in one or more series with the rights, preferences, dividend, voting, and conversion features there of to be set by the Board of Directors from time to time in their sole discretion.

FIFTH: The name and mailing address of the incorporator is as follows:

Arlene Kempner 10905 Suncrest Court Tampa Florida 33615

SIXTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders. The stockholders and directors shall have power to hold their meetings and keep the books, documents, and papers of the Corporation outside of the State of Florida at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

SEVENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: FEBRUARY 22, 1999

Arlene Kempner
Arlene Kempner
Incorporator

I THE UNDERSIGNED, hereby am familiar with, and accept the duties and responsibilities as the registered agent for said corporation.

DATE: FEBRUARY 22, 1999

Arlene Kempner
Arlene Kempner
Registered Agent

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TALLAHASSEE, FLORIDA