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FRANCHINO & RAWSON, P.A.

ATTORNEYS AT LAW

THOMAS W. FRANCHINO  
ALSO ADMITTED IN MINNESOTA

M. JEAN RAWSON  
CERTIFIED FAMILY LAW MEDIATOR  
ALSO ADMITTED IN INDIANA

ARLENE F. AUSTIN

SUITE 308  
1280 NORTH TAMiami TRAIL  
NAPLES, FLORIDA 34108

TELEPHONE  
(813) 863-8387

TELECOPIER  
(813) 863-0448

January 17, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Cool Zone, Inc.  
Our File No. 4108.01

RECORDED  
1-16-96

FILED  
96 JAN 22 PM 9:13  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following:

A.	Filing Fee	\$	35.00
B.	Certified copy of Articles		52.50
C.	Designation of Registered Agent		35.00
	Total	\$	122.50

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,

Arlene F. Austin

AFA:rlh  
Enclosures

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-01/22/96--01063--010  
\*\*\*122.50 \*\*\*122.50

JAN 25 1996

**ARTICLES OF INCORPORATION  
OF  
COOL ZONE, INC.**

FILED  
95 JAN 23 AM 9:13  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Cool Zone, Inc.

12-16-96  
**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be on January 16, 1996. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of air conditioning and heating sales and service business engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 5,000 shares of common capital stock having a par value shares of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make

satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

James D. Thompson, 4830 Third Avenue N.W., Naples, Florida 33999  
Terri S. Thompson, 4830 Third Avenue N.W., Naples, Florida 33999.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

4830 Third Avenue N.W., Naples, Florida 33999.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

James D. Thompson.


**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

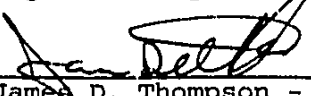
James D. Thompson  
4830 Third Avenue N.W.  
Naples, Florida 33999.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

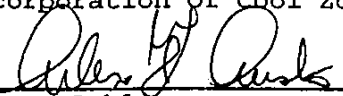
  
\_\_\_\_\_  
James D. Thompson - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Cool Zone, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Cool Zone, Inc.

  
\_\_\_\_\_  
James D. Thompson - Registered Agent

State Of Florida  
County Of Collier

On January 16, 1996, James D. Thompson, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me  or produced a Florida driver's license as identification [ ], personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Cool Zone, Inc.

  
\_\_\_\_\_  
Notary Public

 **ARLENE F. AUSTIN**  
COMMISSION # CC 488483  
EXPIRES JUL 9, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: (SEAL)

FILED  
JAN 25 AM 9:14  
NOTARY PUBLIC STATE OF FLORIDA  
TALLAHASSEE, FLORIDA