



THE UNITED STATES
CORPORATION
COMPANY

P00000049408

ACCOUNT NO. : 072100000032

REFERENCE : 701866 4373417

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : May 18, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 701866-005

CUSTOMER NO: 4373417

8000003257378--6

CUSTOMER: Naomi Rhodes, Esq
SHACK & SIEGEL, P.C.
SHACK & SIEGEL, P.C.
530 Fifth Avenue
16th Floor
New York, NY 100365101

DOMESTIC FILING

NAME: ENODIS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
00 MAY 18 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 18 AM 11:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T BROWN MAY 18 2000

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ARTICLES OF INCORPORATION
OF
ENODIS CORPORATION

FILED
00 MAY 18 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is ENODIS CORPORATION.

SECOND: The current street address of the principal office of the corporation is c/o Shack & Siegel, P.C., 530 Fifth Avenue, New York, NY 10036

THIRD: The number of shares that the corporation is authorized to issue is 200, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME

Naomi S. Rhodes

ADDRESS

c/o Shack & Siegel, P.C.
530 Fifth Avenue
New York, N.Y. 10036

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

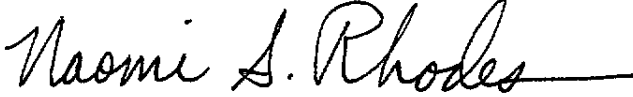
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators or such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 17, 2000


NAOMI S. RHODES, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Deborah D. Skipper
as its agent

Date: 5-18-00

FILED
00 MAY 18 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA