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York International, Inc.  
1000 West McNab Road  
Pompano Beach, Florida 33069

November 21, 1997

Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

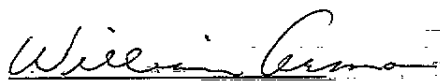
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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

Enclosed is articles of Dissolutions for our corporation together with check for \$87.50 made payable to the Department of State. Please furnish a certified copy of the dissolution to:

Stuart Kertzner  
Gettry Marcus Stern & Lehrer, CPA, P.C.  
220 Fifth Avenue  
New York, NY 10001  
(212) 684-3399 ext. 114

Very truly yours,

  
William Arma

FILED  
97 DEC -9 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Meyer DEC 15 1997

## ARTICLES OF DISSOLUTION

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

FIRST: The name of the corporation is: York International, Inc.

SECOND: The date dissolution was authorized: October 29, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 22 day of November, 1997

Signature

Frank Arma, pres.  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Frank Arma

(Typed or printed name)

President

(Title)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIED COPY OF RESOLUTIONS  
YORK INTERNATIONAL, INC.**

I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Shareholders of York International, Inc. held on the 29th day of October 1997.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sec. 331 of the Internal Revenue Code of 1986, as amended, and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, GA together with a certified copy of this resolution;

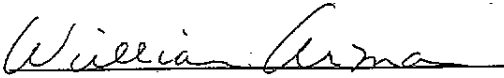
2. that pursuant to this plan of liquidation the Corporation make a cash distribution to its shareholders in the amount of \$ -0-.

3. that hereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rate basis;

4. that the proper officers of the Corporation shall file Articles of Dissolution with the State of Florida.

5. that the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporation assets;

6. that the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.

  
Secretary