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CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 981031 4319635
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Kuyper

ORDER DATE : November 18, 2004
ORDER TIME : 9:56 AM
ORDER NO. : 981031-005
CUSTOMER NO: 4319635
CUSTOMER: Ms. Jody Hall
Fedders Corporation
505 Martinsville Road
Po Box 813
Liberty Corner, NJ 07938-0813

FOREIGN FILINGS

NAME: FEDDERS ADDISON COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED 04 NOV 22 AM 11:16 SECRETARY OF STATE TALLAHASSEE FLORIDA

1. Fedders Addison Company, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. October 25, 2004 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7050 Overland Road, Orlando, Florida 32810 (Principal office address)

7050 Overland Road, Orlando, Florida 32810 (Current mailing address)

8. Manufacturing of central air conditioners and heating units in the commercial line (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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: Cynthia L. Harris (Registered agent's signature) Cynthia L. Harris Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kent E. Hansen

Address: 505 Martinsville Road, Liberty Corner, NJ 07938

Director: _____

Address: _____

B. OFFICERS

President: Kent E. Hansen

Address: 505 Martinsville Road, Liberty Corner, NJ 07938

Vice President: _____

Address: _____

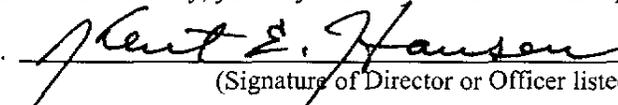
Secretary: Kent E. Hansen

Address: 505 Martinsville Road, Liberty Corner, NJ 07938

Treasurer: Kent E. Hansen

Address: 505 Martinsville Road, Liberty Corner, NJ 07938

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Kent E. Hansen President, Secretary, Treasurer, Director
(Typed or printed name and capacity of person signing application)

Delaware

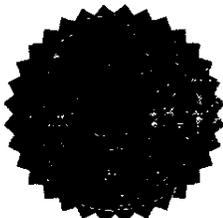
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FEDDERS ADDISON COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FEDDERS ADDISON COMPANY, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3872112 8300

AUTHENTICATION: 3491139

040838617

DATE: 11-19-04