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## MERGER OR SHARE EXCHANGE

## Engineered Cooling Acquisition Corporation

Certificate of Status	0
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**CERTIFICATE OF MERGER  
FOR  
ENGINEERED COOLING ACQUISITION CORPORATION**

Pursuant to Section 608.4382 of the Florida Statutes, the undersigned entity does hereby submit the following Certificate of Merger:

**FIRST:** The name of the merging entity is Engineered Cooling Services, LLC, a Florida limited liability company.

L02-19141

**SECOND:** The name of the surviving entity is Engineered Cooling Acquisition Corporation, a Delaware corporation.

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**THIRD:** An Agreement of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger, a copy of which is attached hereto as Exhibit A.

**FOURTH:** This Certificate of Merger will be effective upon filing.

**FIFTH:** The address of the surviving foreign entity is: 767 Fifth Avenue, 48<sup>th</sup> Floor, New York, NY 10153. The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the Florida Secretary of State.

This the 4<sup>th</sup> day of August, 2006.

ENGINEERED COOLING  
ACQUISITION CORPORATION

By: 

Name: David M. Butler

Title: Vice President

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Exhibit A  
Agreement of Merger

See attached.

### AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (the "Agreement of Merger") is made and entered into as of the 4<sup>th</sup> day of August, 2006, by and among Engineered Cooling Acquisition Corporation, a Delaware corporation ("Acquisition"), and Engineered Cooling Services, LLC, a Florida limited liability company ("Engineered"). Acquisition and Engineered are sometimes collectively referred to herein as the "Constituent Companies."

#### WITNESSETH:

WHEREAS, the Boards of Directors and Members of the Constituent Companies believe it is desirable and in the best interests of Acquisition and Engineered that Engineered be merged with and into Acquisition;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of Section 252 of the General Corporation Law of Delaware and Sections 607, 608, 617 and/or 620 of the Florida Statutes (collectively, the "Applicable Law"), the parties hereto agree and covenant that Engineered shall be merged with and into Acquisition, as follows:

1. Terms and Conditions. The obligation of Acquisition and Engineered to effect the merger is subject to the Board of Directors and Members of each of the Constituent Companies adopting, authorizing and approving the merger and the Agreement of Merger in accordance with the Applicable Law.

Upon satisfaction of the above conditions, Engineered shall be merged with and into Acquisition and Acquisition shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation. On the effective date of the merger, the separate existence and corporate organization of Engineered shall be terminated and shall cease and Acquisition shall assume all of the obligations of the Constituent Companies.

2. Mode of Carrying Terms and Conditions Into Effect. The above terms and conditions shall be carried into effect as follows:

(a) This Agreement of Merger shall be submitted to the Board of Directors and Members of each of the Constituent Companies for its consideration and subsequent adoption, authorization and approval in accordance with Applicable Law;

(b) Subsequent to the adoption, authorization and approval by the Boards of Directors and Members of the Constituent Companies, the appropriate officers and managers of each of the Constituent Companies shall execute, acknowledge and deliver this Agreement of Merger; and

(c) The appropriate officers of Acquisition shall execute, acknowledge, certify, record and file a Certificate of Merger, and do all other acts, sign all other documents, and pay all fees in connection with the merger, as required by Applicable Law.

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(d) The appropriate officers of Acquisition shall execute, acknowledge, certify, record and file Certificates of Merger, and do all other acts, sign all other documents, and pay all fees in connection with the merger, as required by Applicable Law.

3. Ownership of Engineered Membership Interests. Acquisition owns one hundred percent (100%) of the Membership Interests of Engineered.

4. No Conversion of Membership Interests. On the effective date of the merger, the Membership Interests of Engineered shall thereupon, and without the surrender of certificates or any other action, be canceled. On the effective date of the merger, the issued and outstanding shares of capital stock of Acquisition shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of Acquisition. Each such share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the merger, and no shares of the capital stock of Acquisition or securities convertible into such shares shall be issued pursuant to the Agreement of Merger.

Subsequent to the effective date of the merger, Engineered shall surrender to Acquisition the certificates evidencing the Membership Interests of Engineered, or such other agent as shall be appointed by Acquisition, for cancellation and inclusion in the stock book of Acquisition.

5. Certificate of Incorporation. The Certificate of Incorporation, Bylaws, Board of Directors and Officers of Acquisition in existence or in office immediately prior to the merger shall be the Certificate of Incorporation, Bylaws, Board of Directors and Officers of Acquisition, as the surviving corporation, immediately subsequent to the merger. Upon the effectiveness of the merger, Acquisition's Certificate of Incorporation shall be modified to change its name to Engineered Cooling Services, Inc.

7. Effective Time. The effective time of the merger shall be when the Certificate of Merger is filed with the Secretary of State of the State of Delaware in accordance with Applicable Law.


8. Other Provisions.

(a) For the convenience of the parties and to facilitate any filing and recording of the Certificate of Merger, any number of counterparts hereof or of such Certificate may be executed, each of which shall be deemed to be an original of the Agreement of Merger or such Certificate, as the case may be, but all of which together shall constitute one and the same Agreement of Merger or Certificate, as the case may be.

(b) This Agreement of Merger shall be governed by the laws of the State of Delaware as to all matters.

IN WITNESS WHEREOF, Acquisition and Engineered have caused this Agreement of Merger to be executed by their duly authorized officers, respectively, as of the day and year first above written.


ENGINEERED COOLING ACQUISITION  
CORPORATION

By:   
Name: David M. Butler  
Title: Vice President

ATTEST:



ENGINEERED COOLING SERVICES, LLC

By:   
Name: David M. Butler  
Title: Manager

ATTEST:

