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From: Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CO2 Direct, Inc.

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**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.**

1. CO2 Direct, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Int.," "Co.," or "Corp.")

N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DELAWARE 3. 20-5613819
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. September 25, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 4980 Hillsdale Circle, Suite A, El Dorado Hills, CA 95762
(Principal office address)

Same as above.
(Current mailing address)
8. Distributor of bulk CO2
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System
By: *James M. Newsome* JAMES M. NEWSOME
(Registered agent's signature) Branch Assistant 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:

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A. DIRECTORS

Chairman: Ken Nacey

Address: 4980 Hillsdale Circle, Suite A, El Dorado Hills, CA 95762

Vice Chairman: _____

Address: _____

Director: Thomas M. Smyth

Address: 259 N. Radnor-Chester Road, Ste 100, Radnor, PA 19087

Director: _____

Address: _____

B. OFFICERS

President: Ken Nacey

Address: 4980 Hillsdale Circle, Suite A, El Dorado Hills, CA 95762

Vice President: Thomas M. Smyth

Address: 259 N. Radnor-Chester Road, Ste 100, Radnor, PA 19087

Secretary: Dean A. Bertolino

Address: 259 N. Radnor-Chester Road, Ste 100, Radnor, PA 19087

Treasurer: _____

Address: _____

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. Thomas M. Smyth, Vice President
(Typed or printed name and capacity of person signing application)

CO2 Direct, Inc.

**Jin Willoughby, Vice President 4980 Hillsdale Circle, Ste A, El Dorado Hills, CA
95762**

**Todd R. Craun, Assistant Secretary, 259 N. Radnor-Chester Road, Ste 100, Radnor, PA
19087**

Natalie Burnett, Controller, 4980 Hillsdale Circle, Ste A, El Dorado Hills, CA 95762

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CO2 DIRECT, 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 TWELFTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DELAWARE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5837444

DATE: 07-12-07