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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

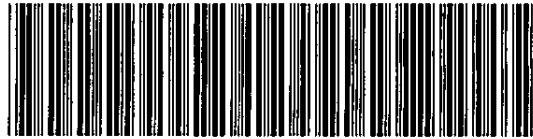
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TALLAHASSEE, FLORIDA

31624

# SMARTCOOL

## SYSTEMS USA INC

Smartcool Systems U.S.A. Inc.

5201 Mitchelldale, Suite B-4  
Houston, TX 77092  
Phone (713) 263-7888  
Fax: (713) 263-7122  
Email: [mikeh@smartcool.net](mailto:mikeh@smartcool.net)

March 10, 2008

State of Florida  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SMARTCOOL SYSTEMS(USA)INC.

Dear Sir or Madam,

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence and check are submitted to register the above referenced corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael Hager  
Smartcool Systems USA, Inc.  
5201 Mitchelldale, Suite B-4  
Houston, TX 77092

For further information concerning this matter please call:

Michael Hager at (713) 263-7888

Enclosed is a check for the following:

MAILING ADDRESS:  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

p \$78.75 Filing Fee &  
Certificate of Status

*Michael Hager*

**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. SMARTCOOL SYSTEMS(USA)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. NEVADA 3. 98-0438385  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/6/2004 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. 5201 Mitchelldale, Suite B-4  
(Principal office address)  
Houston, Texas 77092  
(Current mailing address)

8. Sell HVAC control equipment  
(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: InCorp Services, Inc.

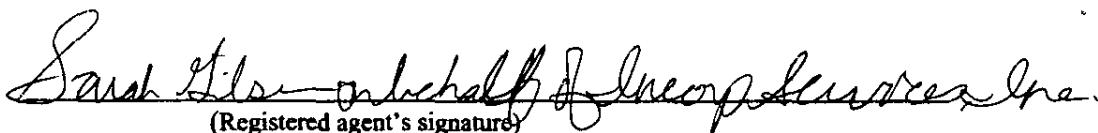
Office Address: 17888 67th Court North

Loxahatchee, , Florida 33470  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

**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.*

  
(Registered agent's signature)

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: George Burnes

Address: 5201 Mitchelldale, Suite B-4  
Houston, TX 77092

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jeff Lowe

Address: 5201 Mitchelldale, Suite B-4  
Houston, TX 77092

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: George Burnes

Address: 5201 Mitchelldale, Suite B-4  
Houston, TX 77092

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

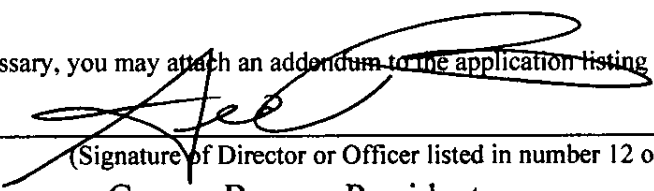
Secretary: Jeff Lowe

Address: 5201 Mitchelldale, Suite B-4, Houston, TX 77092

Treasurer: Jeff Lowe

Address: 5201 Mitchelldale, Suite B-4, Houston, TX 77092

**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. George Burnes, President  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SMARTCOOL SYSTEMS(USA)INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 6, 2004, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 5, 2008.



*[Signature]*  
ROSS MILLER  
Secretary of State

Electronic Certificate  
Certificate Number: C20080205-1621  
You may verify this electronic certificate  
online at <http://secretaryofstate.biz/>

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TALLAHASSEE, FLORIDA