2013 FOR PROFIT CORPORATION REINSTATEMENT

DOCUMENT# F08000001153

Entity Name: SMARTCOOL SYSTEMS (USA) INC.

FILED Feb 01, 2013 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

5201 MITCHELLDALE SUITE B-4 2360 CORPORATE CIRCLE, SUITE 400 HOUSTON, TX 77092

HENDERSON, NV 89074

Current Mailing Address: New Mailing Address:

5201 MITCHELLDALE SUITE B-4 2360 CORPORATE CIRCLE, SUITE 400

HOUSTON, TX 77092 HENDERSON, NV 89074

FEI Number: 98-0438385 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

INCORP SERVICES, INC 17888 67TH COURT NORTH US LOXAHATCHEE, FL 33470

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: JANICE NULL FOR INCORP SERVICES, INC.

Electronic Signature of Registered Agent Date

OFFICERS AND DIRECTORS:

Title:

BURNES, GEORGE M Name:

2360 CORPORATE CIRCLE, SUITE 400 Address:

City-St-Zip: HENDERSON, NV 89074 US

Title:

Name: BURNES, GEORGE M

Address: 2360 CORPORATE CIRCLE, SUITE 400

HENDERSON, NV 89074 US City-St-Zip:

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: GEORGE M. BURNES **PRES** 02/01/2013