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COVER LETTER

TO:	Amendment Section Division of Corporations	
SUBJ	JECT:Nai	GEA FES, Inc.
DOC	UMENT NUMBER:	F08000003356
The e	nclosed Amendment and fee are su	bmitted for filing.
Please	e return all correspondence concern	ning this matter to the following:
	Gayle Ignudo Name of Contact Person	
	Name of Contact Person	
	Stock and Leader, LL	.P
	Firm/Company	
	221 W. Philadelphia St., Su	ite E600
	Address	
	Vork DA 17401	
	York, PA 17401 City/State and Zip Code	<u> </u>
	Pete.Keim@geagro	up.com
E	E-mail address: (to be used for future a	nnual report notification)
For fu	orther information concerning this r	natter, please call:
	Gayle Ignudo Name of Contact Person	at (717) 846-9800 Area Code & Daytime Telephone Number
	sed is a check for the following am \$35.00 Filing Fee \$43.75 Filing Fe	oount:
✓	Certificate of S	t t
Amen Divisi P.O. I	ng Address: Idment Section Idment Corporations Box 6327 Dassee, FL 32314	Street Address: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

F080	000003356
(Document number	er of corporation (if known)
1. GEA	A FES, Inc.
	s on the records of the Department of State)
	•
2. Pennsylvania	2 7/24/2008 ^{1/24}
2. Pennsylvania (Incorporated under laws of)	3. 7/31/2008 (Date authorized to do business in Florida),
(
	* ≥ 3
	2
	CTION II (THE APPLICABLE CHANGES)
(4-7 COMPLETE ONL)	THE APPLICABLE CHANGES)
	$\mathcal{P}_{\omega}^{\ \gamma}$ $\boldsymbol{\xi}$
4. If the amendment changes the name of the corporation	on, when was the change effected under the laws of
its jurisdiction of incorporation? September	er <u>30, 2011 💮 🙀 🔉</u>
•	
5. GEA Refrigeration	ion North America, Inc. suffix "corporation," "company," or "incorporated," or ame of the corporation)
(Name of corporation after the amendment, adding s	suffix "corporation," "company," or "incorporated," or
appropriate aboreviation, if not contained in new na	ame of the corporation)
Of new name is unavailable in Florida, enter alternate	e corporate name adopted for the purpose of transacting
business in Florida)	s sorborate manie adopted for the purpose of transacting
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6. If the amendment changes the period of duration, ind	dicate new period of duration
o. If the amendment changes the period of duration, inc	neare new period of duration.
	w duration)
(Nev	w duration)
7. If the amendment changes the jurisdiction of incorpo	oration, indicate new jurisdiction.
	-
(New	jurisdiction)
, ,	*
90 days prior to delivery of the application to the Der	ort, evidencing the amendment, authenticated not more than partment of State, by the Secretary of State or other official in under the laws of which it is incorporated.
having custody of corporate records in the jurisdiction	n under the laws of which it is incorporated.
40 a ∞ 0	
Jen VIIVO	Al. A. de
(Signature of a director, president or other officer - if in of a receiver or other court appointed fiduciary, by that	fiduciary)
	Vice President
Glenn A. Miller (Typed or printed name of person signing)	(Title of person signing)
(13hea or humon trame of herson sisting)	(Time of beigon signing)

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

SEPTEMBER 29, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

GEA Refrigeration North America, Inc.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct copy of

ARTICLES OF MERGER-BUSINESS filed on September 29, 2011 which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Care aille

Secretary of the Commonwealth

Entity #: 2908673
Date Filed: 09/29/2011
Effective Date: 09/30/2011
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

				
	Articles/Certificat			
-	(15 Pa.C.S			
	Domestic Business			
	Domestic Nonprofi		(20)	
			Common	wealth of Pennsylvania
Name			ARTICLES OF M	MERGER-BUSINESS 9 Pag
	INTED)? ??	1881 181 1888) 1888 (1881	I ANNIA II DAN AALAA SALIA AALAA II AALA
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City State	Zip Code		ga tah kirsi firib (181	
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\$150 plus \$40 additional for ea	ach			
Party in additional to two				
•				
In compliance with the requires	ments of the applicable provi	isions (relating to a	rticles of merge	er or consolidation), the
signed, desiring to effect a merger	r, hereby state that:			
1. The name of the corporation/li	mited partnership surviving	the merger is:		•
GEA FES, Inc.				
2 (1 1 1 1 (1	. 6.11	 		
 Check and complete one of the X The surviving corporation/lin 		tia businana/nonna	ofit comoration	
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DSCB:15-1926/5926/8547-2

provider and to qualified forei	the address of the registered the county of venue of each o gn business/nonprofit corpore	ther domestic busin	ess/nonprofit con	poration/limit	ed partnership and
follows: Name AeroFreeze Inc.	Registered Office Address	Commercial CT Corporat	Registered Officion	ce Provider	County Philadelphia
			<u> </u>		
4. Check, and if a	appropriate complete, one of	the following:			
	merger shall be effective upor	•		•	Department of State.
The plan of r	nerger shall be effective on:	September 30, 2011 Date	at 12:15 p.m.		
<u> </u>					
5. The manner in	which the plan of merger was	s adopted by each d	omestic corporat	ion/limited pa	rtnership is as follows:
Name	• -		nner of Adoptio	_	•
GEA FES, Inc.	Adoption by the boa				o 15 Pa.C.S. 1924(b)(3)
	paragraph if no foreign corpo				
corporation/lim	uthorized, adopted or approvenited partnership (or each of the produce with the laws of the j	he foreign business/	nonprofit corpor	ations/limited	
7. Check, and if a	ppropriate complete, one of t	he following:			
The plan of n	nerger is set forth in full in Ex	chibit A attached he	eto and made a	part hereof.	
if any, of the p Incorporation, subsequent to The full text o	5 Pa.C.S. § 1901/§ 8547(b) (to plan of merger that amend or /Certificate of Limited Partner the effective date of the plan of the plan of merger is on file address of which is.	constitute the operates of the surviving are set forth in full it	ive provisions o g corporation/lin n Exhibit A atta	f the Articles on hited partners! ched hereto an	of hip as in effect d made a party hereof.
Number and	street	City	State	Zip	County

DSCB: 15-1926/5926/8547-3.

28th day of September 2011 GEA FES, Inc. Name of Corporation/Limited Partnership
2011 GBA FES, Inc.
·
Name of Compositions imited Partnership
White of Cothoramora Chinest Carmer with
John Huster
Prosider t
Title
Name of Corporation/Limited Partnership
Signature
Title

PLAN AND AGREEMENT OF MERGER

AEROFREEZE INC. (a Washington corporation)

with and into

GEA FES, INC.
(a Pennsylvania corporation)

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is made as of September 28, 2011 by and between AeroFreeze Inc., a Washington corporation (the "Merging Corporation") and GEA FES, Inc., a Pennsylvania corporation (the "Surviving Corporation").

RECITALS

WHEREAS, the Merging Corporation was formed as a Washington corporation on July 9, 1998 with its registered office in the State of Washington located at c/o Daniel D. DeLue, 600 Stewart Street, #1115, Seattle, Washington 98101; and

WHEREAS, the Surviving Corporation was formed as a Pennsylvania corporation on November 17, 1999 with its registered office in the State of Pennsylvania located at 3475 Board Street, York, Pennsylvania 17405.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties as follows:

- 1. <u>Recitals</u>. The foregoing recitals constitute an integral part of this Agreement and are incorporated herein by this reference.
- 2. <u>Effective Time</u>. This Agreement shall become effective on September 30, 2011 at 12:15 p.m. EST (the "Effective Time").
- 3. <u>Merger.</u> The Merging Corporation is a wholly owned subsidiary of the Surviving Corporation. As of the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation.
- 4. <u>Surviving Corporation</u>. From and after the Effective Time, the separate existence of the Merging Corporation shall cease and (a) the Surviving Corporation shall possess any and all rights, privileges, immunities, powers and purposes of the Merging Corporation, and (b) all assets and properties, as well as all debts, liabilities, obligations, and duties of the Merging Corporation shall be transferred to, vested in, and shall belong to the Surviving Corporation without further act or deed.

5. <u>Amendment to Anticles of Incorporation of the Surviving Corporation</u>. As of the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended hereby as follows:

The name of the Corporation shall be changed from "GEA FES, Inc." to "GEA Refrigeration North America, Inc."

As amended hereby, the Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall remain in full force and effect as of the Effective Time.

- 6. Stock of the Merging Corporation and of the Surviving Corporation. Upon the Effective Time, the issued and outstanding shares of stock of the Merging Corporation shall not be converted in any manner, but all such shares of stock shall be automatically cancelled and extinguished without any further action and without any payment or other distribution in respect thereof. The issued and outstanding shares of stock of the Surviving Corporation shall not be converted or exchanged in any manner, but each share that is issued and outstanding immediately prior to the Effective Time shall continue to represent one issued and outstanding share of stock of the Surviving Corporation as of the Effective Time:
- 7. <u>Termination</u>. This Agreement may be terminated and abandoned by action of the Board of Directors of the Surviving Corporation any time prior to the Effective Time.
- 8. <u>Tax Implication</u>. The Merger is intended to qualify as a non-event for federal income tax purposes.
- 9. <u>Counterparts</u>. This Agreement may be executed in multiple counterparts and by facsimile signature, each of which shall be deemed an original, and all of which, when taken together, shall constitute one and the same instrument.

(Signatures Appear on the Following Page)

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed as of the date first above written.

WITNESS:	GEA FES, INC.	
Will Miliasify Name: Title: Secretary	By: And Arshico- Name: John Ansbro Title: President	(SEAL)
WITNESS:	AEROFREEZE INC.	
Name: Mieke Bolder	By:	(SEAL)

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed as of the date first above written.

WITNESS:	GEA FES, INC.	
Name: Title: Secretary	By:	(SEAL)
WITNESS:	AEROFREEZE INC.	
Name: Micke Bolder Title: Secretary	By: Name: Robert Laflamme Title: President	(SEAL)