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Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : EDWARDS, ANGELL, PALMER & DODGE, LLP  
Account Number : 075410001517  
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FOREIGN PROFIT/NONPROFIT CORPORATION

ClimeCo America Corp.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA  
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J. Shivers FEB 24 2009

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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. ClimeCo America Corp.  
(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. Delaware 3. 26-4216281  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 7, 2009 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 Southeast Second Street, Suite 3600, Miami, FL 33131  
(Principal office address)

100 Southeast Second Street, Suite 3600, Miami, FL 33131  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.  
(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)

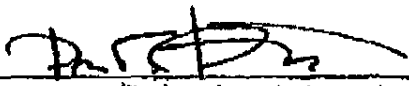
Name: Angell Corporate Services, Inc.

Office Address: One N Clematis Street, Ste 400

West Palm Beach, Florida 33401  
(City) (Zip code)

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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) Dana T. Pickard, Vice President

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Yuda Saydun  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

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

Director: William E. Flederbach, Jr.  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

Director: Markus Altmann-Althausen  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

B. OFFICERS

President: Yuda Saydun  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

Executive Vice President and Treasurer: Markus Altmann-Althausen  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

Executive Vice President and Secretary: William E. Flederbach, Jr.  
Address: 100 Southeast Second Street, Suite 3600, Miami, FL 33131

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. Yuda Saydun, President  
(Typed or printed name and capacity of person signing application)

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIMECO AMERICA CORP." 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 SEVENTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLIMECO AMERICA CORP." WAS INCORPORATED ON THE SEVENTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml) (((H09000041835 3)))

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7068563

DATE: 01-07-09