

F95000000764

TRANSMITTAL LETTER

1-800-833-17

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: A/C ENGINEERING CO.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-7985

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 foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ARTHUR J. BACKUS
(Name of Person)
A/C ENGINEERING CO.
(Firm/Company)
7000 ESTERO BLVD SUITE 500
(Address)
FT. MYERS BEACH FL. 33931
(City, State and Zip Code)

2/15
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 15 PM 1:09

Should you need to call someone concerning this matter, please call:

ARTHUR J. BACKUS at (913) 463-1541
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Noted
2/16/85

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned ARTHUR J. BACKUS, do hereby certify
that this Resolution of the Board of Directors of A/C ENGINEERING CO.,
a corporation duly organized and existing under the laws of the State of MICHIGAN,
was duly adopted on 2-13-, 19 95.

Resolved, that A/C ENGINEERING CO., organized
and existing in the State of MICHIGAN, hereby adopts the
name A+B REFRIGERATION INC. for use in Florida.

Dated: 2-13-95

Arthur J. Backus Chairman
Signature of at least one director

SECRET
DIVISION OF
55 FEB 15 PM 1:03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. A/C & ACCOUNTING CO.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MICHIGAN 3. 38-2788157
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-30-1987 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 7000 ESTERO BLVD. #500
FT. MYERS BCH FL. 33931
(Current mailing address)

8. THE PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED IS
TO ENGAGE IN ANY ACTIVITY WITHIN THE PURPOSES FOR WHICH CORPORATIONS
MAY BE ORGANIZED UNDER THE BUSINESS CORPORATION ACT OF MICHIGAN
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: ARTHUR J. BACKUS

Office Address: 7000 ESTERO BLVD #500
FT. MYERS, BCH., Florida, 33931
(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.

ARTHUR J. BACKUS
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: ARTHUR T. BACKUS
Address: 7000 ESTERO BLVD # 500
FT. MYERS, FL. 33931

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ARTHUR T. BACKUS
Address: 7000 ESTERO BLVD SUITE 500
FT. MYERS BCH. FL. 33931

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

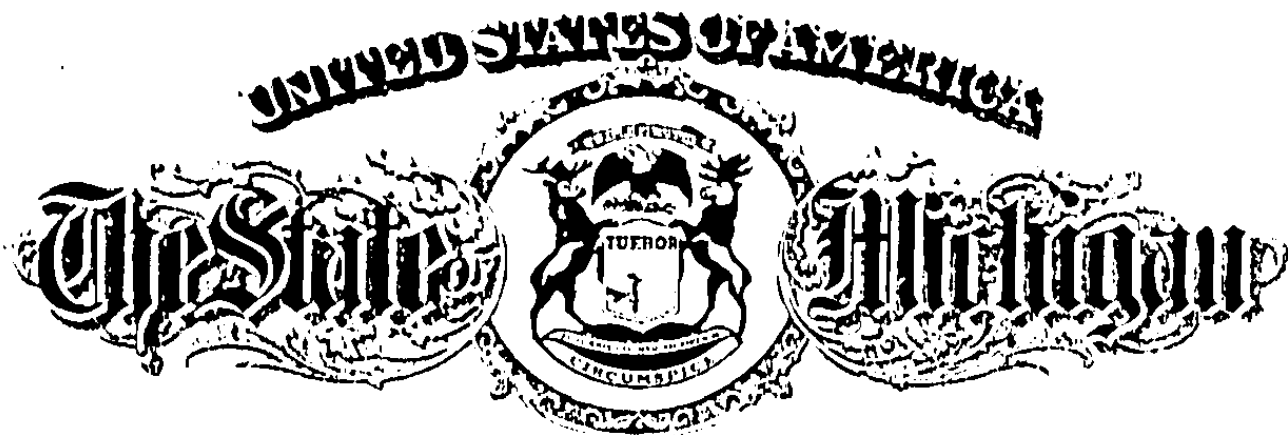
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Arthur T. Backus
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ARTHUR T. BACKUS PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 15 PM 1:08



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

A/C ENGINEERING CO.

was validly incorporated on April 30, 1987, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 1st day
of February, 1995

Carl L. Lipp

, Director

Corporation & Securities Bureau

SEAL APPEARS ONLY ON ORIGINAL