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March 8, 2000

ATTN: AMENDMENTS
Department of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of Ice Cold Air, Inc.

Dear Sir/Madam:

Please find enclosed along with this letter the Amendment to the Articles of Incorporation of Ice Cold Air, Inc. along with a check in the amount of \$35.00 as a filing fee for same. Please send me back an acknowledgment of receipt in the enclosed, self addressed, postage prepaid envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,


Paul C. Scherer

PCS/tab
Enclosures

Amend

FILED
00 MAR 10 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

00 MAR 10 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ICE COLD AIR, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE XI: STOCK TRANSFERS
CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder of any class shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation for an amount equal to the total gross amount of any disbursement paid to shareholder during the 52 weeks preceding the date of the offer to sell the shares of the corporation. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to this death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each shares certificate issued by the corporation shall have printed or stamped thereon, the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None.

THIRD: The date of each amendment's adoption:
March 7, 2000.

FOURTH: Adoption of Amendment(s) (check one):

1 and

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately by amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(Voting group)

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8th day of March, 2000.

Allyn M. Ayers
Allyn M. Ayers/President

ALLYN ME AYERS
Printed name

President
Title

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALLYN AYERS, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, Florida, this 8th day of March, 2000.

Tina A. Berg
Notary Public

My Commission Expires:

