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*Amended &  
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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 MAY 29 PM 3:51

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY 29 PM 3:55

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ASR  
5/29/08



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 589024 4311473

AUTHORIZATION :

*[Handwritten Signature]*

COST LIMIT : \$ 43.75

ORDER DATE : May 29, 2008

ORDER TIME : 11:10 AM

ORDER NO. : 589024-005

CUSTOMER NO: 4311473

DOMESTIC AMENDMENT FILING

NAME: NUCO2, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NuCO<sub>2</sub> INC.**

**2008 MAY 29 PM 3:55**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The Articles of Incorporation of NuCO<sub>2</sub> Inc. (the "Corporation"), as amended and restated to date, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is NuCO<sub>2</sub> Inc.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation shall be 2800 SE Market Place, Stuart, FL 34997.

**ARTICLE III  
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock, no par value; the total number of shares which the Corporation shall have authority to issue is 1,000.

**ARTICLE IV  
REGISTERED AGENT**

The name and address of the registered agent is Eric M. Wechsler, 2800 SE Market Place, Stuart, FL 34997.

**ARTICLE V  
PURPOSE**

The purposes for which the Corporation is organized is to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

**ARTICLE VI  
LIABILITY**

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE VIII  
CORPORATE POWER**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

These Amended and Restated Articles of Incorporation were approved by the shareholders of the Corporation entitled to vote thereon by their approval on May 8, 2008 of the Plan of Merger of NuCO2 Merger Co. with and into the Corporation pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Plan of Merger"), and the number of votes cast by the shareholders was sufficient for approval thereof. The merger contemplated by the Plan of Merger was effectuated by the filing of Articles of Merger of NuCO2 Merger Co. with and into the Corporation with the Florida Department of State on May 28, 2008.

The undersigned has executed these Amended and Restated Articles of Incorporation this  
28 day of May, 2008.

NuCO<sub>2</sub> INC.

By: E. M. Wechsler  
Name: Eric M. Wechsler  
Title: Secretary