

L51433

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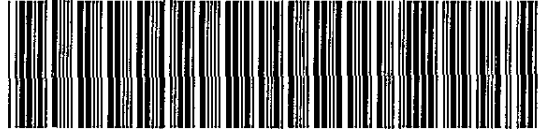
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12/11/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 351504 5043199
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 43.75

ORDER DATE : December 9, 2003
ORDER TIME : 10:59 AM
ORDER NO. : 351504-005
CUSTOMER NO: 5043199
CUSTOMER: Eric Wechsler, Esq
Nuco2 Inc.
2800 S.e. Market Place
Stuart, FL 34997

DOMESTIC AMENDMENT FILING

NAME: NUCO2 INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NUCO₂ INC.
L51433

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is NuCo₂ Inc.
2. Article VII of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

"ARTICLE VII

The Corporation's Board of Directors shall consist of such number of directors as is determined from time to time by resolution adopted by a vote of the Board of Directors as provided for in the Bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than three (3). The directors shall be divided into three (3) classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of directors constituting the entire Board of Directors. Initial Class I directors shall serve for a term ending upon the annual meeting of shareholders held in 2004, initial Class II directors shall serve for a term ending upon the annual meeting of shareholders held in 2005 and initial Class III directors shall serve for a term ending upon the annual meeting of shareholders held in 2006. At each succeeding annual meeting of shareholders beginning with the annual meeting of shareholders held in 2004, successors to the class of directors whose term expires at such annual meeting shall be elected for a three year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, incapacitation or removal from office, and except as otherwise required by law. In the event such election is not held at an annual meeting of shareholders, it shall be held at any adjournment thereof or a special meeting."

3. The date of adoption of the aforesaid amendment was December 10, 2003.
4. The number of votes cast for the aforesaid amendment by the shareholders was sufficient for the approval thereof

Dated: December 10, 2003

NUCO₂ INC.

By: Eric M. Wechsler
Eric M. Wechsler,
Secretary