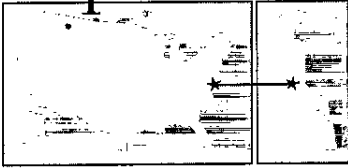


CorpAmerica^{INC.}



Corporate Services / Specializing in Delaware

L99000001474

30 Old Rudnick Lane • Dover, Delaware 19901

(302) 736-4300 • Toll Free: (888) 736-4300 • Fax: (302) 736-4301

<http://www.CorpAmerica.com> • <http://www.LawService.com>

March 3, 1999

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

500002795035--6
-03/04/99--01093--010
****285.00 ****285.00

RE: Derbyshire Refrigeration LLC

Dear Corporations:

Please file the enclosed formation documents, for the above referenced corporation in the State of Florida. Also enclosed is our check for \$285.00 to cover the necessary filing fees and registered agent designation.

Please return the proof of filing to:

CorpAmerica, Inc.
Alison Kochie
30 Old Rudnick Lane
Dover, DE 19901

If you have any questions or problems, please feel free to contact me. Thank you very much.

Alison Kochie GAVE
AUTHORIZATION BY PHONE TO
CORRECT B/A DES. - Doc. Title
DATE 3/11/99
DOC. EXAM [Signature]

Sincerely,

[Signature]
Alison Kochie
Corporate Specialist

Enclosures

Name	
Availability	
Document Examiner	[Signature]
Updater	
Updater Verifier	[Signature]
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 1:41

ARTICLES OF ORGANIZATION
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF

Derbyshire Refrigeration LLC

ARTICLE I - Name

The name of the Limited Liability Company is: Derbyshire Refrigeration LLC.

ARTICLE II - Address:

The mailing address and street address of principal office of the Limited Liability Company is: 2599 Montego Bay Boulevard, Kissimmee, Florida 34746.

ARTICLE III - Duration:

The period of duration for the Limited Liability company shall be: Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by members and the names and addresses of the managing members are:

Terrence Hill, Garden Reach, Newstead, Abbey Park, Nottingham, NG15 8GE, UK

Jacqueline Hill, Garden Reach, Newstead, Abbey Park, Nottingham, NG15 8GE, UK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 1:44

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Derbyshire Refrigeration LLC
2. The name and address of the registered agent and office is:

CorpAmerica, Inc.
1525 S. Andrews Avenue, Suite 216
Ft. Lauderdale, FL 33316

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By:

CorpAmerica, Inc.


Alison Kochie, Assistant Secretary

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Derbyshire Refrigeration LLC certifies:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is \$ 1-
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0-
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 1-

X X [Signature] X TTH
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)