



THE UNITED STATES
CORPORATION
COMPANY

L99000004045

ACCOUNT NO. : 072100000032

REFERENCE : 298017 10208A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : July 6, 1999

ORDER TIME : 5:06 PM

ORDER NO. : 298017-005

900002924569--4

CUSTOMER NO: 10208A

CUSTOMER: Wayne Seibert, Esq
MARIA DRUMM, ESQ
MARIA DRUMM, ESQ
Suite 105
6201 Presidential Court S.w.
Ft. Myers, FL 33919

DOMESTIC FILING

NAME: CALOREX USA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -7 AM 10: 36

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TALLAHASSEE, FLORIDA

99 JUL -7 AM 8: 54

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SL-7-99

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CALOREX USA, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

5826 Corporation Circle, Fort Myers, FL 33905

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

Until one of the partners files bankruptcy, dies or is dissolved. An operating agreement, including a buy-sell agreement, must be completed to give these Articles of Organization operative effect.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of the managing member(s) is/are to serve as manger(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Mr. R. Reed Wilson
2213 Andrea Lane
Fort Myers, FL 33912

Aquatherm Industries, Inc.
1940 Rutgers University Blvd.
Lakewood, NJ 08701

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

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Only by the unanimous vote of all members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

None.

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ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of CALOREX USA, 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 \$ 300,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ none;
(A description of the property is attached and made a part hereto.);and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 600,000.00.

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.)

R. Reed Wilson
R. REED WILSON

Typed or printed name of signee

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared R. REED WILSON, sole shareholder of CALOREX
USA, INC., and being duly sworn under penalty of perjury, deposes and says:

1. I am the sole shareholder of CALOREX USA, INC., hereinafter the
"Corporation".
2. This Corporation and AQUATHERM, INC., a Delaware Corporation, shall merge
their joint interests to form a Limited Liability Corporation, hereinafter the
"LLC".
3. The name of the LLC is to be CALOREX USA, LLC. The Corporation, once the
LLC is formed, is to have no further existence, therefore use of the name
CALOREX USA would not be a duplication on the public records or adverse to
any other interest.
4. I have full authority to allow the CALOREX USA name to be used by the Limited
Liability Corporation, being the sole shareholder and only interested party in this
matter.

FURTHER AFFIANT SAYETH NAUGHT

R. Reed Wilson
R. REED WILSON

SUBSCRIBED AND SWORN to before me this 30th day of June, 1999.

Wayne Seibert
Notary Public

☒ Personally known
☐ Produced identification
Type of identification produced _____



Wayne Seibert
MY COMMISSION # CC587321 EXPIRES
September 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: CALOREX USA, LLC

2. The name and the Florida street address of the registered agent are:

Mr. R. Reed Wilson

NAME

5826 Corporation Circle

Florida street address (P. O. Box NOT ACCEPTABLE)

Fort Myers, FL 33905

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. If 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: R. Reed Wilson

SIGNATURE

Filing Fee: \$35 as for Designation of Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CALOREX USA, LLC.
2. The name and the Florida street address of the registered agent are:

R. REED WILSON
5826 Corporation Circle
Ft. Myers, FL 33905

Having been named as registered agent and to accept service of process for the above stated limited liability company 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:

R. Reed Wilson
R. REED WILSON

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TALLAHASSEE, FLORIDA