

M080000000050

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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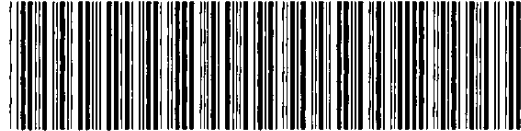
(Business Entity Name)

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08 JAN - 8 PM 12:01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JAN - 8 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 08 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILED
08 JAN -8 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/08/07

REF. #: 000173.79764

CORP. NAME: B&B (US INFRASTRUCTURE JV) MERGER SUB B LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 524249 **FOR \$** 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF MERGER
OF
INDUSTRIAL COLD STORAGE, INC.
WITH AND INTO
B&B (US INFRASTRUCTURE JV) MERGER SUB B LLC**

FILED
08 JAN -8 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted as of this 8th day of January, 2008 to merge the following Florida for-profit corporation in accordance with Section 607.1108 of the Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Industrial Cold Storage, Inc.	Florida	Corporation	657313
B&B (US Infrastructure JV) Merger Sub B LLC	Delaware	Limited liability company	M08000000050

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B&B (US Infrastructure JV) Merger Sub B LLC	Delaware	Limited liability company

THIRD: The Plan of Merger attached hereto as Exhibit A was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger, other than domestic corporations, limited liability companies, and partnerships formed, organized, or incorporated under the laws of the State of Florida, in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The effective date of the merger will be the date of filing of these Articles of Merger.

SIXTH: The survivor's principal office address in its jurisdiction of formation is as follows:

B&B (US Infrastructure JV) Merger Sub B LLC
c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

SEVENTH: The surviving party is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

EIGHTH: The surviving entity has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger by and on behalf of the terminating corporation and of the surviving entity as of the day first written above.

INDUSTRIAL COLD STORAGE, INC.

By: 

Name: Carlton H. Spence

Title: Chairman

B&B (US INFRASTRUCTURE JV)
MERGER SUB B LLC

By: _____

Name: Chris Kinney

Title: President

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger by and on behalf of the terminating corporation and of the surviving entity as of the day first written above.

INDUSTRIAL COLD STORAGE, INC.

By: _____
Name:
Title:

B&B (US INFRASTRUCTURE JV)
MERGER SUB B LLC

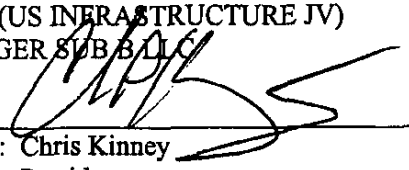
By: 
Name: Chris Kinney
Title: President

EXHIBIT A

PLAN OF MERGER
by and between
INDUSTRIAL COLD STORAGE, INC., a Florida corporation, and
B&B (US INFRASTRUCTURE JV) MERGER SUB B LLC, a Delaware limited liability
company

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Industrial Cold Storage, Inc.	Florida	Corporation	657313
B&B (US Infrastructure JV) Merger Sub B LLC	Delaware	Limited liability company	M08000000050

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B&B (US Infrastructure JV) Merger Sub B LLC	Delaware	Limited liability company

THIRD: The merger is conditioned on customary closing conditions, including accuracy of representations and warranties, compliance with covenants, and obtaining all required consents.

FOURTH: (A) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

By virtue of the merger and without any further action on the part of Industrial Cold Storage, Inc. or B&B (US Infrastructure JV) Merger Sub B LLC, all of the issued and outstanding shares of capital stock of Industrial Cold Storage, Inc. (the "Industrial Cold Storage Shares"), shall be converted into and become the right to receive a portion of the merger consideration pursuant to the definitive acquisition agreement with respect to the merger, a copy of which will be furnished by the surviving limited liability company in the merger on request and without cost to any member of such surviving limited liability company or any person holding an interest in Industrial Cold Storage, Inc., including, but not limited to, the Industrial Cold Storage Shares. At the effective time of the merger, all of the Industrial Cold Storage Shares shall be canceled and retired automatically and shall cease to exist and be outstanding.

(B) The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares,

obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire interests, shares, obligations or other securities of either of the merging entities.

FIFTH: The name and address of each managing member of B&B (US Infrastructure JV) Merger Sub B LLC are as follows:

<u>Name</u>	<u>Address</u>
Babcock & Brown US Infrastructure JV I LLC	Babcock & Brown US Infrastructure JV I LLC c/o Babcock & Brown LP 885 Second Avenue New York, New York 10017 Attention: Nancy Zajac, Esquire Tel: (212) 415-0205 Fax: (212) 935-8949 Email: nancy.zajac@babcockbrown.com

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger by and on behalf of the terminating corporation and of the surviving entity as of January 3, 2008.

INDUSTRIAL COLD STORAGE, INC.

By: 

Name: Carlton H. Spence

Title: Chairman

B&B (US INFRASTRUCTURE JV)
MERGER SUB B LLC

By: _____

Name: Chris Kinney

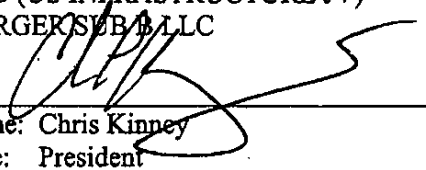
Title: President

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger by and on behalf of the terminating corporation and of the surviving entity as of January 8, 2008.

INDUSTRIAL COLD STORAGE, INC.

By: _____
Name:
Title:

B&B (US INFRASTRUCTURE JV)
MERGERSUB LLC

By:  _____
Name: Chris Kinney
Title: President