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YATÉ K. CUTLIFF  
ATTORNEY AT LAW  
P.O. BOX 15095  
ST. PETERSBURG, FL 33733  
(813) 867-3116 ~ FAX (813) 867-7016

July 11, 1997

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ADVANCED THERMAL TECHNOLOGIES, LLC

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", Certificate of Existence", and check number 1142 for \$131.25 are submitted to register the above referenced foreign corporation to transact business in Florida.

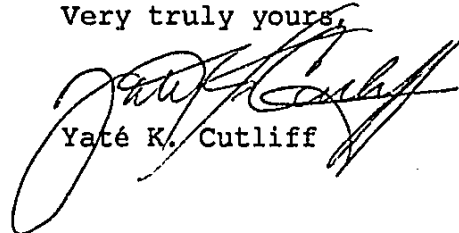
Please return all correspondence concerning this matter to the following:

Yaté K. Cutliff  
Attorney at Law  
P.O. Box 15095  
St. Petersburg, FL 33733

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-07/14/97--01121--008  
\*\*\*\*131.25 \*\*\*\*131.25

Should you need to call someone concerning this matter, please call me at (813) 867-3116.

Very truly yours,

  
Yaté K. Cutliff

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

7-14-97  
JB

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FILED  
97 AUG 11 AM 11:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF REVENUE

YATÉ K. CUTLIFF  
ATTORNEY AT LAW  
P.O. BOX 15095  
ST. PETERSBURG, FL 33733  
(813) 867-3116 ~ FAX (813) 867-7016

August 4, 1997

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ADVANCED THERMAL TECHNOLOGIES, LLC  
Letter Number: 097A00036119

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-08/07/97--01047--001  
\*\*\*215.00 \*\*\*215.00

Dear Ms. Cushing:

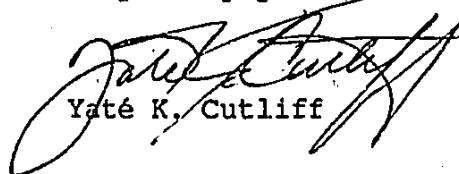
Enclosed is an "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", and check number 1301 for \$215.00. A Certificate of Existence", and check number 1142 for \$131.25 were submitted previously to register the above referenced foreign limited liability company to transact business in Florida. Upon receipt of this letter a total amount of \$346.25 would have been submitted. This amount should cover the filing fee, the registered agent designation fee, a certified copy and a certificate of status.

Please return all correspondence concerning this matter to the following:

Yaté K. Cutliff  
Attorney at Law  
P.O. Box 15095  
St. Petersburg, FL 33733

Should you need to call someone concerning this matter, please call me at (813) 867-3116.

Very truly yours,

  
Yaté K. Cutliff



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 15, 1997

**YATE K. CUTLIFF**  
P.O. BOX 15095  
ST PETERSBURG, FL 33733

**SUBJECT: ADVANCED THERMAL TECHNOLOGIES, LLC**  
Ref. Number: W97000016266

We have received your document for ADVANCED THERMAL TECHNOLOGIES, LLC and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have completed the wrong form for a foreign limited liability corporation.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 097A00036119

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

In compliance with Section 608.503, Florida Statutes, The following is submitted to Register a Foreign Limited Liability Company to transact business in the State of Florida.

1. ADVANCED THERMAL TECHNOLOGIES, LLC
2. Organized in the state of Arkansas
3. FEI No.: 62-1665440
4. Date of Organization: December 13, 1996
5. Perpetual existence
6. Date First Business activity in Fl.: April 1, 1997 merged with a Florida Corporation, New Thermal Technologies, Inc. and acquired its' stock.
7. Street Address Principal Office: 20 WoodBerry Road, Little Rock, AR 72212
8. Name and street address of Florida registered Agent Robert W. Yoho, Sr. 12900 Automobile Blvd., Suite G., Clearwater, FL 33762
9. Names, title, and business address of each managing member who will manage the foreign limited liability company in Florida:

Chairman of the Board: John Steuri  
52 River Ridge Road,  
Little Rock, AR 72227-1518

Vice Chairman of the Board and CEO: Robert W. Yoho, Sr.  
12900 Automobile Blvd., Suite G.,  
Clearwater, FL 33762

President: David Eldridge  
11400 Rivercrest Drive, Little Rock, AR 72212

Executive Vice-Pres. and Chief Finance Officer: Terry Elliott  
20 Woodberry Rd.,  
Little Rock, AR 72212

Executive Vice- Pres.: Salvatore Daniello  
12900 Automobile Blvd., Suite G  
Clearwater, FL 33762

Secretary/Treasurer: Jay Gadberry  
P.O. Box 3647, Little Rock, AR 72203

10. The certificate of existence duly authenticated, by the State of Arkansas, and dated June 26, 1997, was mailed previously.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

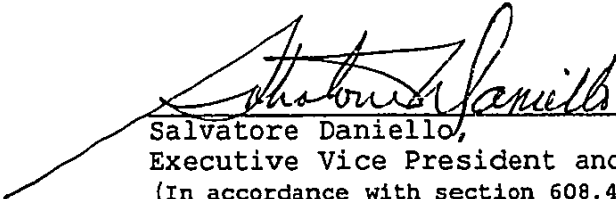
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member  
of ADVANCED THERMAL TECHNOLOGIES, LLC. Disposes and says:

1. The above named limited liability company  
has at least two members.
2. The total amount of cash contributed by the  
members is \$ 2,875,800.00
3. If any, the agreed value of property other  
than cash contributed by members is \$ 37,077.00

A description of the property is attached  
and made a part hereto.

4. The amount of cash or property anticipated  
to be contributed by members is \$ 2,912,807.00  
This total includes amounts from 2 and 3 above.
5. The total amount of cash or property  
anticipated to be contributed by members is \$ 2,912,807.00

  
Salvatore Daniello,  
Executive Vice President and Director  
(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)

FILED  
97 JUN 11 AM 11:15  
SEAL  
TALMADGE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability Company, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Foreign corporation is:  
ADVANCED THERMAL TECHNOLOGIES, LLC
  
2. The name and address of the registered agent and office is:

Robert W. Yoho, Sr.  
12900 Automobile Blvd., Suite G  
Clearwater, Florida 34622.

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.

Signature

Robert W. Yoho Sr.

Date

7-24-97



Sharon Priest  
SECRETARY OF STATE

## State of Arkansas SECRETARY OF STATE

### CERTIFICATE OF GOOD STANDING OF A DOMESTIC ORGANIZATION

I, Sharon Priest, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign organizations, do hereby certify that the records of this office show:

ADVANCED THERMAL TECHNOLOGIES, LLC  
an organization chartered under the laws of the State of ARKANSAS  
filed Articles of Organization DECEMBER 13, 1996

I further certify that as far as the records show, this organization is at this time chartered and in good standing, having met all the requirements governing a domestic organization in this State.

In Testimony Whereof, I have hereunto set my hand and official seal, on this, the  
26TH day of JUNE, 19 97

Sharon Priest  
Sharon Priest, Secretary of State  
by: Lisa Bruno  
LISA BRUNO Corporations Division

LL-02