

P03000157382

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

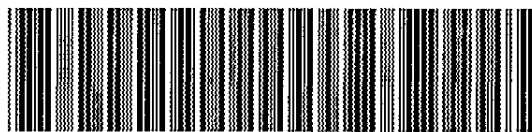
(Business Entity Name)

(Document Number)

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03 DEC 22 AM 8:18

03 DEC 19 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

W03-38945

**CT CORPORATION**

December 19, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6002718 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Triple E of Florida, Inc. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 22, 2003

CT CORPORATION

SUBJECT: TRIPLE E OF FLORIDA, INC.  
Ref. Number: W03000038945

We have received your document for TRIPLE E OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 203A00068252

RECEIVED  
03 DEC 23 AM 11:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Please back date*  
*Wly*  
*[Signature]*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 26, 2003

CT CORPORATION

SUBJECT: TRIPLE E PROTECTIVE COATINGS USA, INC.  
Ref. Number: W03000038945

RECEIVED  
03 DEC 29 PM 2:15  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for TRIPLE E PROTECTIVE COATINGS USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 203A00068252

*Please back-date*  
*Thurs*  
*[Signature]*

## ARTICLES OF INCORPORATION

OF

### TRIPLE E PROTECTIVE COATINGS USA, INC.

That the undersigned, Robert S. Downs, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, acting as incorporator under and by virtue of the General Laws of the State of Florida.

**FIRST:** The name of the corporation is **TRIPLE E PROTECTIVE COATINGS USA, INC.** (the "Corporation").

**SECOND:** The post office address of the principal office and mailing address of the Corporation is 6601 Lyons Road, Suite H-7, Coconut Creek, Florida 33073.

**THIRD:** The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To engage in the business of selling protective coating systems for heat exchangers and related products; and
2. In general, to carry on any lawful business and to have and to exercise all powers conferred by the General Laws for which corporations may be incorporated under the Florida Business Corporation Act ("FBCA").

**FOURTH:** The post office address of the Corporation's initial registered office is 1200 S. Pine Island Road, Plantation, Florida 3324. The name of the registered agent of the Corporation is CT Corporation System who is an entity organized under the laws of the State of Florida and authorized to transact business in the State.

**FIFTH:** The Corporation shall initially have two directors until changed as provided by the bylaws of the Corporation. No reduction in the number of directors shall cause the removal of any director from office prior to the expiration of his or her term. The name and address of the individuals who will serve as directors until the first meeting are as follows:

Paul F. K. Rubingh	Maliebaan 51 3581 CD Utrecht The Netherlands
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Wouter A. J. Scheffer	Maliebaan 51 3581 CD Utrecht The Netherlands
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SIXTH:** The total number of shares of stock that the Corporation has authority to issue (the "Stock") is One Hundred Thousand (100,000) shares, all of which are initially classified as common stock, with \$1.00 par value per share (the "Common Stock"). The aggregate par value of all the shares of all classes of stock is \$100,000.

**SEVENTH:** The Board of Directors may authorized the issuance from time to time of shares of its stock with or without par value of any class and securities convertible into shares of stock with or without par value for such consideration as the Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorized shares of stock without par value or securities convertible into shares of stock without par value to be issued.

**EIGHTH:** No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation have a pecuniary or other interest in, or are directors or officers of, such other corporation, any directors, individually, or any firm of which any directors may be a member of, party to, or may have a pecuniary or other interest in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is also interested by may counted in determining a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**NINTH:** The Corporation shall have the power to obligate itself (i) to indemnify, to the fullest extent permitted by Florida law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer and (ii) to pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding. This right to indemnification shall not be exclusive of any other rights to which any person may be entitled under any law, agreement, vote to shareholders or otherwise.

To the fullest extent permitted by Section 607.0831 of the FBCA, as applicable from time to time, no person who at any time was or is a director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers

under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

**TENTH:** The duration of the Corporation shall be perpetual.

**ELEVENTH:** The power to make, alter and repeal the bylaws of the Corporation shall be vested in the Board of Directors.

I have signed these Articles of Incorporation, and hereby acknowledge the same to be my act this 16th day of December, 2003.

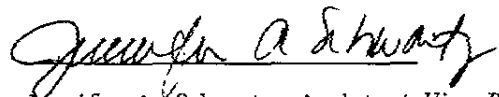
A handwritten signature in cursive script, appearing to read "Robert S. Downs", written over a horizontal line.

Robert S. Downs  
Incorporator

**AFTER RECORDATION:  
Please Return to:**

Colleen M. Pleasant  
Miles & Stockbridge, P.C.  
10 Light Street  
Baltimore, Maryland 21202

I hereby consent to serve as resident agent of Triple E Protective Coatings USA, Inc.  
CT Corporation System



Jennifer A. Schwartz, Assistant Vice President

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03 DEC 22 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA