

To: The Florida Department of State
Subject: 00037777

From: Ashley Smith

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6331

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

060377.77730

FLORIDA PROFIT/NON PROFIT CORPORATION

NUCO2 MERGER CO.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NUCO2 MERGER CO.**

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be NuCO2 Merger Co.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be c/o Aurora Capital Group, 10877 Wilshire Boulevard, Suite 2100, Los Angeles, California 90024.

**ARTICLE III
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the Corporation shall have authority to issue is 1,000.

**ARTICLE IV
REGISTERED AGENT**

The name and address of the initial registered agent is NRAI Services, Inc.
2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

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**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Louie Hopkins

333 S. Grand Avenue
Suite 4716
Los Angeles, CA 90067

**ARTICLE VI
PURPOSE**

The purposes for which the corporation is organized is to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

**ARTICLE VII
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

**ARTICLE VIII
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**ARTICLE IX
LIABILITY**

A director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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**ARTICLE X
CORPORATE POWER**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

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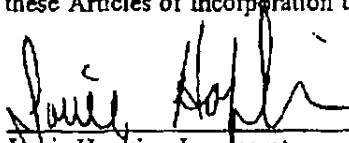
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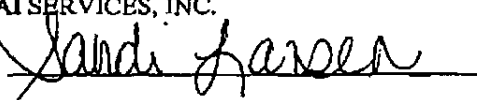
The undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 2007.


Louie Hopkins, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

NRAI SERVICES, INC.

By:



Date: 11-26-07

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