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07/17/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000007877))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN
111 MADISON ST
PO BOX 1531 SUITE 2300
TAMPA FL 33602-
CONTACT: ROSALYN D GIBBS
PHONE: (813) 273-4261
FAX: (813) 273-4396

FAX: (904) 222-4000

((H95000007877))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GRR CO., INC.
FAX AUDIT NUMBER: H95000007877
DATE REQUESTED: 07/17/1995
CERTIFIED COPIES: 0
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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

EFFECTIVE DATE

07 17 1995

RECEIVED
JUL 18 1995
CORPORATION DIVISION

FAX AUDIT NO.: H95-7877

ARTICLES OF INCORPORATION
OF
GRR CO., INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is GRR CO., INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office/ mailing address of the Corporation is 5530 Independence Court, Unit #4, Punta Gorda, Florida 33982.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

EFFECTIVE DATE

7-17-1995

NAME: JAMES W. GOODWIN
ADDRESS: 111 Madison Street
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FAX AUDIT NO.: H95-7877
FLORIDA BAR NO.: 375519

FAX AUDIT NO.: H95-7877

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ARTICLE IV

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to provide refrigerant recovering and refrigerant recycling services and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE VI

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury

NAME: JAMES W. GOODWIN
ADDRESS: 111 Madison Street
Tampa, Florida 33602
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(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE IX

OFFICERS

A. Officers of the Corporation shall consist of a President, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

GEORGE R. ROLAND	-	President
JEANNE M. ROLAND	-	Secretary

FAX AUDIT NO.: H95-7877

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ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles is:

JAMES W. GOODWIN
111 Madison Street
Tampa, Florida 33602

ARTICLE XI
MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places other within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of July, 1995.

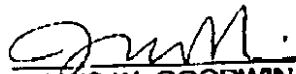

JAMES W. GOODWIN,
as Incorporator

FAX AUDIT NO.: H95-7877

FAX AUDIT NO.: H95-7877

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of GRR CO., INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.



JAMES W. GOODWIN
Registered Agent
111 Madison Street
Suite 2300
Tampa, Florida 33602
(813) 273-4200

FAX AUDIT NO.: H95-7877

P95000055518

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

G R R CO., a Michigan corporation (not qualified to transact business in Florida)

INTO

GRR CO., INC., a Florida corporation, P95000055518.

File date: January 29, 1996

Corporate Specialist: Louise Flemming-Jackson

DAVID K. OAKS, P.A.
ATTORNEY AT LAW

200 WEST MARSH AVENUE
PANTALAHOUE, FLORIDA 32350

TELEPHONE (904) 692-2607
FAX (904) 692-0242

DAVID K. OAKS, P.A.
ATTORNEY AT LAW
200 WEST MARSH AVENUE
PANTALAHOUE, FLORIDA 32350
TELEPHONE (904) 692-2607
FAX (904) 692-0242

January 26, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
96 JAN 29 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ARTICLES OF MERGER OF
GRR CO. into GRR CO., INC.

Dear Sir:

Enclosed please find the original Articles of Merger of GRR Co. into GRR Co., Inc. together with the Adoption of Plan of Merger or share exchange.

Also enclosed is our client's check in the amount of \$70.00 which represents the cost of the filing fee.

Yours very truly,

David K. Oaks
David K. Oaks

DKO:js
Encl.

*OK to file
Per Susan
payme*

1000001701031
001200245-001000-0001
*****70.00 *****70.00

*Mr Oaks authorized
to execute
adoption by resolution*

*Merger
FTT
2-7-76*

ARTICLES OF MERGER OF G R R CO. INTO
G R R CO., INC.

FILED

96 JAN 29 PM 12: 22

SEC. 11 STATE
TALLAHASSEE, FLORIDA

AN AGREEMENT OF MERGER, dated this 31st day of October
19 85, made by and between G R R CO. party of the first
part, and G R R CO., INC., party of the second part, being
corporations organized and existing under and by virtue of the laws of
the State of Michigan and Florida, respectively.

WITNESSETH that:

WHEREAS the board of directors of each of said corporations
parties hereto, in consideration of the mutual agreements of each
corporation as set forth herein, do deem it advisable and generally to
the welfare of said corporations and their respective stockholders,
that G R R CO., the party of the first part, merge into
itself G R R CO., INC., the party of the second part, and
that G R R CO., INC., the party of the second part, should
be merged into G R R CO., the party of the first part, as
authorized by the statutes of the State of Michigan and Florida under
and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, said G R R CO. filed its certificate of
(party of the first part)

incorporation in the office of the Secretary of State on February 14,
19 89, and has an authorized capital stock consisting of 50,000
shares, of common stock without nominal or par value, of which
(5,000) shares of such common stock are now issued and outstanding;
and

WHEREAS, said G R R CO., INC. filed its certificate
(party of the second part)

of incorporation in the office of said Secretary of State on July 18,
19 95 and has authorized capital stock consisting of 1,000
shares of the par value of .01 Dollars (\$.01) each,
all of one class, amounting in the aggregate to Ten (\$ 10.00),
of which capital stock 100 shares are now issued and
outstanding; and

WHEREAS, the principal office of said G R R CO. in the
State of Michigan is located at 35820 Van Born Road in the City of
Wayne, County of Wayne, and the name and address of its
resident agent is George Roland; and the principal office of
G R R CO., INC. in the State of Florida is located at
(party of the second part)

5530 Independence Court in the City of Punta Gorda, County
of Charlotte, and the name and address of its resident agent is
James W. Goodman;

NOW THEREFORE, the corporations, parties to this agreement, by
and between their respective boards of directors, in consideration of
the mutual covenants, agreements and provisions hereinafter contained,
have agreed and do hereby agree each with the other that
G R R CO. merge into itself G R R CO., INC., and
(party of the first part) (party of the second part)

likewise that said G R R CO., INC. shall be merged into
(party of the second part)

G R R CO., pursuant to Section 607.1105 of the Florida
(party of the first part)

Business Corporation Act, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same effect, and the manner and basis of causing the shares of each of the constituent corporations to constitute or be converted into shares of the surviving corporation, as follows:

FIRST: G R R CO. hereby merges into
(party of the first part)

G R R CO., INC., which shall be the surviving corporation,
(party of the second part)

hereinafter usually referred to as "the Corporation".

SECOND: The articles of incorporation of the surviving Corporation as the same have been amended to the effective date of this agreement are to be and remain the articles of incorporation of the surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Corporation shall be as follows:

"(a) Each share of common stock of said G R R CO. shall be converted into one-tenth (1/10) share(s) of the common stock G R R CO., INC., upon the surrender to the corporation of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of shares represented by the certificates so surrendered for cancellation by such holder, multiplied by one-tenth (1/10).

FOURTH: The further terms and conditions of the merger are as follows:

Any portion of the surplus appearing on the books of the constituent corporations, whatever the nature or origin of the same may be, shall, to the extent to which such surplus is not capitalized by the issue of shares of the surviving Corporation or otherwise, be entered as surplus on the books of the surviving Corporation and all such surplus shall thereafter be dealt with as surplus available for dividends and for other Corporation purposes; and any portion of such surplus so entered on the books of the surviving Corporation shall be of the same character as it was on the books of the constituent corporations.

that is altered, amended, or repealed, as therein provided, the by-laws of _____, party of the _____ part, as in effect at the date of this agreement, shall be the by-laws of the Corporation.

The first board of directors of the Corporation after the date when the merger provided for herein shall become effective shall be the directors of _____ in office at the date when this agreement becomes effective.

The first regular meeting of the board of directors of the Corporation to be held after the date when this agreement shall become effective may be called or may convene in the manner provided in the by-laws of the Corporation and may be held at the time and place specified in the notice of the meeting.

The Corporation shall pay all expenses of carrying this agreement of merger into effect and of accomplishing the merger.

Upon the date when this agreement shall become effective, the separate existence of _____, shall cease, and the
(party of the first part)

constituent corporations shall merge into _____,
(party of the second part)

the surviving Corporation, in accordance with the provisions of this agreement, which Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations,

and all property, real, personal and mixed, and all debts due to each of such corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving Corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving Corporation as they were of the respective constituent corporations, and the title to any real or personal property, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of G R R CO.,
(party of the second part)

 INC. shall thenceforth attach to the said surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said Corporation, according to the terms hereof, the title to any property or rights of said
 G R R CO., INC. , the proper officers and directors of said
(party of the second part)

Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in

such property or rights in the surviving Corporation, and otherwise to carry out the purposes of this agreement of merger.

The surviving Corporation reserves the right to amend, alter, change or repeal any provision contained in this agreement of merger which may be contained in the articles of incorporation organized under the laws of the State of Florida in the manner now or hereafter prescribed by said laws of the State of Florida, and all right conferred upon stockholders herein are granted subject to this reservation.

FIFTH: The mode of carrying this merger into effect is as follows:

This agreement of merger shall be signed by at least a majority of the directors of each corporation, party to this merger, under the respective corporate seals, and shall be submitted to the stockholders of each of the corporations, parties hereto, at a meeting of the stockholders or each corporation separately called, upon notice as required by the Statutes of Michigan and Florida to each stockholder of each said corporations, and if at said meetings so separately hold, the votes, cast by ballot, of stockholders of each corporation, party hereto, representing not less than a majority of each class of the issued and outstanding shares of each such corporation, even though their right to vote be otherwise restricted or denied, shall be for the adoption of this agreement, that fact shall be set forth in a certificate attached to the agreement by the secretary or assistant secretary of each corporation party hereto, under the respective corporate seal, and the agreement so adopted and certified shall be

signed by the president or vice-president and the secretary or assistant secretary of each corporation, party hereto under the respective corporate seal, and acknowledged by the president or vice-president of each corporate party hereto to be the respective act, deed and agreement of each such corporation, and the agreement so certified and acknowledged shall be filed in the office of the Secretary of State of Florida and a copy thereof duly certified by the Secretary of State shall be recorded in the office of the Clerk of the County of _____ Charlotte _____, and shall be effective from the filing thereof in the office of the Secretary of State of Florida.

SIXTH: The surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of G. R. R. CO., as well as for enforcement of any obligation of the surviving Corporation arising from the merger, and it does hereby irrevocably appoint George R. Roland as its agent to accept service of process in any such suit or other proceeding.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective boards of directors, have caused these presents to be executed by a majority of the directors of each party hereto, and the corporate seal affixed.

G R R CO.

By: George R. Pollock

(Corporate Seal)

A Majority
of the Board of Directors

ATTEST:

George R. Pollock
Secretary

G R R CO., INC.

By: James M. Kellogg
George R. Pollock

(Corporate Seal)

A Majority
of the Board of Directors

ATTEST:

James M. Kellogg
Secretary

WITNESS my hand and the seal of said Jeanne M Koland,
Secretary on this 2nd day of January 19 96.

Jeanne M Koland
Secretary

Adoption of plan of merger or share exchange--Resolution of Board of Directors

Adoption of plan of merger or share exchange--Resolution of Board of Directors of G R R Co.

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with G R R CO., INC. and

Since this Board of Directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with G R R CO., INC.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation G R R CO. merge pursuant to the terms of such agreement; and

Further resolved, that the president and secretary are authorized and directed to execute and deliver to G R R CO., INC. in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for January 2, 1996 at 1:00 p.m. at the principal office of the corporation; and

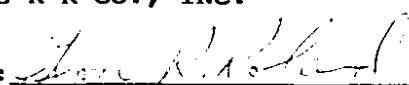
Further resolved, that January 2, 1996 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

G R R CO.

G R R CO., INC.

By: 
President, Jeanne M. Roland

By: 
President, George R. Roland

The merger was adopted by the shareholders of each corporation on January 2, 1996.



P95000055518

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

March 3, 1997

Re: Dissolution of GRR Co., Inc.

Dear Sir or Madam,

Enclosed please find an original Articles Of Dissolution of GRR Co. Inc., along with a check for \$35.00 for the filing fee.
Please advise when this has been filed.

Sincerely,

Thomas V. Blaber
Thomas V. Blaber

3/10

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FILED
97 MAR 10 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Originals
guba*

ARTICLES OF DISSOLUTION

FILED
97 MAR 10 PM 12: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: GRR Co., Inc.

SECOND: The date dissolution was authorized: February 21, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Unanimous consent in lieu of special meeting of shareholders of GRR Co., Inc.
(voting group)

Signed this 21 day of February, 19 97

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

Stephen P. Mandracchia
(Typed or printed name)

Secretary/Treasurer

(Title)