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TS 08X95 FLORIDA DIVISION OF CORPORATIONS  
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FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761  
(((H95000008440))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MCQUAY LATIN AMERICA INC. FAX AUDIT NUMBER: H95000008440  
CURRENT STATUS: REQUESTED DATE REQUESTED: 08/01/1995 TIME REQUESTED:  
09:46:41 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF  
PAGES: 8 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00  
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TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
ARTICLES OF INCORPORATION  
OF  
MOQUAY LATIN AMERICA INC.

To form a Florida business corporation under and pursuant to the Florida Business Corporation Act, the following Articles of Incorporation are adopted:

ARTICLE 1. NAME

The name of the corporation is "Moquay Latin America Inc."

ARTICLE 2. REGISTERED OFFICE  
AND REGISTERED AGENT

The address of the initial principal office of the corporation is 7205 NW 19th Street, Suite 408, Miami, Florida 33126.

The address of the initial registered office of the corporation is 7205 NW 19th Street, Suite 408, Miami, Florida 33126.

The name of the registered agent of the corporation at that address is Rodolfo Gomez.

ARTICLE 3. AUTHORIZED SHARES

The aggregate number of authorized shares of the corporation is Six Hundred (600) shares, of which Five Hundred (500) shares shall be designated Voting Common Stock, \$.01 par value, and One Hundred (100) shares shall be designated Nonvoting Common Stock, \$.01 par value.

The holders of record of Voting Common Stock shall be entitled to notice of and to attend all meetings of the shareholders of the corporation and shall be entitled to one vote for each share held (subject to cumulative voting for directors as provided in Article 4 below). Except as may otherwise be required by the Florida Business Corporation Act, the holders of Nonvoting Common Stock shall not be entitled to notice of meetings of the shareholders of the corporation and shall not be entitled to vote at any such meeting.

The Voting Common Stock and the Nonvoting Common Stock shall not be limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of this corporation; and all record holders of Voting Common Stock and Nonvoting Common Stock shall be entitled to share ratably in all such dividends and distributions of assets.

Prepared by  
MARK W. KAY, P.A.  
7000 S.W. 62nd Avenue  
Penthouse B  
South Miami, Fl. 33143  
305-667-0475  
Bar # 0041800

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#### ARTICLE 4. CUMULATIVE VOTING

All holders of voting Common Stock shall be entitled to cumulate their votes for directors in accordance with Section 607.0728 of the Florida Business Corporation Act.

#### ARTICLE 5. PREEMPTIVE RIGHTS

Except as set forth in this Article 5, the shareholders of the corporation shall not have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the corporation.

In the case of the proposed issuance of, or the proposed granting by this corporation of warrants, options or other rights to purchase shares of, any class of capital stock or securities convertible into or exchangeable for shares of any class of capital stock of the corporation, each record holder of Voting Common Stock of the corporation shall have the right, on the same terms as those of the proposal and during a reasonable time no less than thirty (30) days after the corporation has given notice to each record holder of Voting Common Stock of the corporation of such proposed issuance or granting, to purchase a proportion of such shares of capital stock or securities, warrants, options or rights equal to such record holder's percentage ownership of the Voting Common Stock of the corporation on a record date not more than thirty (30) days prior to such issuance or granting. The price or prices for such shares of capital stock, securities, warrants, options or rights shall not be less favorable than the price or prices at which such shares of capital stock, securities, warrants, options or rights are proposed to be offered for sale or granted to others, without deduction of the expenses of and compensation for the sale, underwriting or purchase of such shares of capital stock, securities, warrants, options or rights by underwriters or dealers as may be paid by the corporation.

The provisions of the preceding paragraph shall not apply to any of the following transactions: (a) the grant of stock options to purchase shares of capital stock to employees or directors of the corporation; (b) the issuance of shares of capital stock upon the exercise of any of the options specified in clause (a) above, including the issuance of shares of Voting Common Stock; (c) the issuance of any shares of capital stock, securities convertible into or exchangeable for shares of capital stock, or warrants, options or other rights to purchase shares of capital stock in order to effect any merger, consolidation or other acquisition by the corporation of any person, business, division or assets, which merger, consolidation or other acquisition has been approved by the Board of Directors of the corporation and, if then required by these Articles, by the shareholders of the corporation; and (d) the issuance of shares of capital stock pursuant to the terms of warrants, options, rights or convertible or exchangeable securities

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which shall have been issued or granted subject to the rights of record holders of Voting Common Stock of the corporation contained in the preceding paragraph.

#### ARTICLE 6. BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of four (4) members. The number of directors may be increased or decreased only by the affirmative vote of the holders of an aggregate of seventy-five percent (75%) of the Voting Common Stock then outstanding.

The names and addresses of the members of the first Board of Directors and initial officers of the corporation are:

Alan Bell - Director  
c/o McQuay International  
13600 Industrial Blvd.  
Minneapolis, MN 55441

Michael J. Christopher - Director  
c/o AAF-McQuay Inc.  
Logg Mason Tower  
Suite 28000  
111 Calvert Street  
Baltimore, MD 21202

Rodolfo Gomez - Director and President  
7205 N.W. 19th Street  
Suite 408  
Miami, FL 33126

Hugo Armella - Director and Vice President  
c/o Refriair Trading Corp.  
3900 N.W. 79th Street  
Suite 558  
Miami, FL 33166

Ignacio Silva - Secretary and Treasurer  
150 Ocean Land Drive  
Apt. 9B  
Key Biscayne, FL 33149

#### ARTICLE 7. WRITTEN ACTION BY DIRECTORS

An action required or permitted to be taken at a meeting of the Board of Directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors.

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#### ARTICLE 8. DIRECTOR LIABILITY

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) for any transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) for a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; (iv) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, for conscious disregard for the best interest of the corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the corporation or a shareholder, for recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

If the Florida Business Corporation Act is hereafter amended to authorize any further limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as amended.

Any repeal or modification of the foregoing provisions of this Article 8 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE 9. AMENDMENT

The affirmative vote of at least Seventy-Five Percent (75%) of the shares of Voting Common Stock then outstanding shall be required to amend these Articles of Incorporation.

The affirmative vote of either (a) at least Seventy-Five Percent (75%) of the directors or (b) of at least Seventy-Five Percent (75%) of the shares of Voting Common Stock then outstanding shall be required to amend the Bylaws of the corporation.

#### ARTICLE 10. CERTAIN VOTING REQUIREMENTS

The corporation shall not take any action in any of the following matters except upon the Seventy-Five Percent (75%) affirmative vote of the Board of Directors, but in no event shall action be taken on any such matters without the affirmative vote of a McQuay Director (as such term is defined in the Joint Venture and Shareholders Agreement by and among McQuay International, Rodolfo Gomez and Hugo Armella, dated July 31, 1995 (the "Agreement")).

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- (a) Appointing, selecting or electing the Chairman of the Board, if any, President and Chief Executive Officer of the corporation by whichever title called;
- (b) Terminating any officer of the corporation, for whatever reason;
- (c) Employing any person whose remuneration exceeds the equivalent of fifty thousand dollars (U.S. \$50,000 per year);
- (d) Establishing credit facilities with financial institutions for use by the corporation in the ordinary course of business;
- (e) Creating any mortgage, charge or other encumbrance in respect of the corporation's properties and assets;
- (f) Declaring or paying the amount of dividends or distributions, if any, to be paid on the capital stock of the corporation;
- (g) Offering for sale any shares of Voting Common Stock of the corporation, or any security convertible into shares of Voting Common Stock, other than pursuant to the Stock Option Agreement (as such term is defined in the Agreement);
- (h) Purchasing, leasing, selling or exchanging of land, buildings or other real property;
- (i) Granting loans to any employee, officer or director of the corporation;
- (j) Paying any bonuses (cash or otherwise) to any employee, officer or director of the corporation;
- (k) Granting any loans to third parties or guaranteeing the obligations of third parties other than open account credit to customers in the ordinary course of business;
- (l) Making capital investments exceeding the equivalent of Fifty Thousand U.S. dollars (U.S. \$50,000) each, or One Hundred Thousand U.S. dollars (U.S. \$100,000) or the amount of the approved capital budget, whichever is greater, in the aggregate in any one fiscal year;
- (m) Forming a subsidiary or acquiring or exchanging shares in another company or business activity;
- (n) Entering into contracts with persons, businesses or companies in which the employees, officers, directors or shareholders of the corporation or their affiliates have a direct or indirect interest;

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(o) Merging, consolidating or amalgamating with or into any other company;

(p) Selling, leasing or exchanging all or substantially all of the corporation's assets;

(q) Materially changing the business of the corporation or altering the products or services sold and/or provided by the corporation;

(r) Instituting, abandoning or settling any actions, suits or legal proceedings, except for minor collection matters or any unforeseen circumstances to safeguard the corporation's interest;

(s) Entering into any business arrangement other than as contemplated by the Moquay International Distributorship and Service Agreement (as defined in the Agreement);

(t) Appointing the corporation's independent auditor and making any changes in the engagement thereof;

(u) Adopting the corporation's Multi-Year Business Plan (as defined in the Agreement) and any amendment thereto;

(v) Entering into any other transaction not in the ordinary course of the corporation's business;

(w) Amending these Articles or the Bylaws of the corporation;

(x) Amending the Agreement; or

(y) Establishing a committee of the Board of Directors, granting authority to such committee, appointing the members of such a committee or determining the quorum necessary for the transaction of business by any such committee.

A director may vote on any of the foregoing matters, regardless of whether or not the director has a direct or indirect conflict of interest with the matter to be acted upon, so long as at least one director does not have a conflict of interest.

If at any time a shareholder of the corporation considers that the Board of Directors of the corporation has reached an impasse with respect to any matter requiring the affirmative vote of the directors set forth in this Article 10 in a manner that substantially frustrates or impairs the ability of the corporation to operate and perform in accordance with its essential purposes set forth in the Agreement, such shareholder may call a special meeting of the shareholders of the corporation for the consideration of such matter setting forth such matter in the meeting notice. Approval of any such matter shall require the affirmative vote of the holders of Seventy-Five Percent (75%) of

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the Voting Common Stock of the corporation. If the matter is not resolved at the special meeting of shareholders, a shareholder who considers the continuing failure of the Board of Directors and special meeting of shareholders to have affirmatively acted on the matter to seriously frustrate or impair the fulfillment by the Company of its essential purposes as set forth in the Agreement may submit the matter to arbitration in accordance with the provisions of Section 21.9 of the Agreement. The arbitrators may, among other possible remedies, order the dissolution and liquidation of the corporation.

#### ARTICLE 11. DURATION

The corporation is to have perpetual existence.

#### ARTICLE 12. THE INCORPORATORS

The name and address of the incorporators, who are natural persons of full age, are:

| NAME          | ADDRESS  |
|---------------|--|
| Alan M. Bell  | c/o McQuay International<br>13600 Industrial Park Blvd.<br>Minneapolis, MN 55441 |
| Rodolfo Gomez | 7205 N.W. 19th Street<br>Suite 408<br>Miami, FL 33126                            |

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 31<sup>st</sup> day of July, 1993.

  
\_\_\_\_\_  
ALAN M. BELL, INCORPORATOR

  
\_\_\_\_\_  
RODOLFO GOMEZ, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BE IT REMEMBERED, that on this day personally appeared before me, Alan M. Bell and Rodolfo Gomez, parties to the foregoing Articles of Incorporation, identified by drivers license, and upon their oath acknowledged the above Articles of Incorporation to be their act and deed, and that the facts therein stated are truly set forth.

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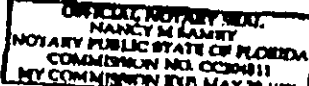


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WITNESS my hand and official seal at Miami, Dade County, Florida, this 21 day of July, 1995.

*Nancy M. Laney*  
NOTARY PUBLIC, STATE OF FLORIDA

Commission No. 1  
My Commission Expires:



Having been named as registered agent and to accept service of process for the above stated corporation 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 provision 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.

*Roberto Gomez*  
Roberto Gomez, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MARK W. KAY, P.A.  
ATTORNEY AT LAW  
PENTHOUSE II  
PLAZA 7000 BUILDING  
7000 S.W. 62ND AVENUE  
NORTH MIAMI, FLORIDA 33140-8898  
(305) 667-0478

May 31, 1996

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

ATTN: Amendment Section

RE: Dissolution of McQuay Latin America, Inc.  
Charter No.: P95000059190

56 JUN 13 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

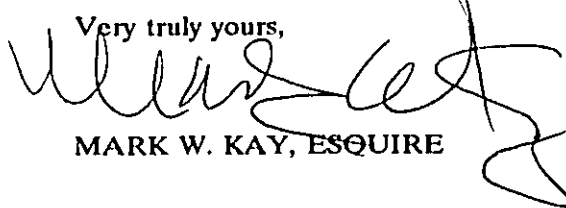
TO WHOM IT MAY CONCERN:

Enclosed please find original and one copy of the executed, and notarized Articles of Dissolution for the above captioned corporation, together with my office account check, no. 9624, payable to the order of the Secretary of State, in the amount of Eighty-Seven Dollars and 50/100 (\$87.50) which represents the required filing fee of \$35.00 in addition to \$52.50 for a certified copy of the filed Articles of Dissolution.

Thank you for your assistance.

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Very truly yours,

  
MARK W. KAY, ESQUIRE

MWK/dvb  
Enclosures

VOL 015  
1088  
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**ARTICLES OF DISSOLUTION OF  
McQUAY LATIN AMERICA, INC., a Florida Corporation**

McQuay Latin America, Inc., a Florida corporation, incorporated on August 1, 1995, under document no. P95000059190 (the "Corporation") does hereby certify that as of April 30, 1996, pursuant to written consent of all the directors and stockholders of the "Corporation", said stockholders and directors unanimously authorized the dissolution of the Corporation, said vote being sufficient for approval of such dissolution. The persons and/or parties voting unanimously in favor of dissolution were the only persons and/or parties entitled to vote for such dissolution.

The Corporation does hereby request the Florida Department of State to file these Articles of Dissolution and to reflect such dissolution on its records effective with the date of the filing of these Articles.

DATED at Miami, Dade County, Florida, this 31 day of May, 1996.

McQUAY LATIN AMERICA, INC.

By: \_\_\_\_\_

Rodolfo Gomez, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Rodolfo Gomez, as President of McQuay Latin America, Inc., a Florida corporation, identified by his Florida Drivers license or ☐ personally known to me, who acknowledged that he signed the foregoing as the true act and deed of said corporation.

Notary Stamp:

Nancy M. Samer  
NOTARY PUBLIC, STATE OF FLORIDA

