

8/21/95
FAX: (904) 922-4000
TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DRY ICE KING, INC.
FAX AUDIT NUMBER: H95000009226
DATE REQUESTED: 08/21/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:03:45
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255
(((H95000009226)))

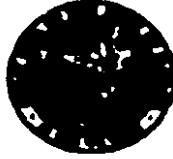
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DRY ICE KING, INC.
REF: W95000016835

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Attn. #: H95000009226
Letter Number: 295400039139

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

ARTICLES OF INCORPORATION

OF

DRY ICE KING, INC., a Florida Corporation

ARTICLE I.

The name of this Corporation is:

DRY ICE KING, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.

VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Marc B. Goldstein
1000 S. Federal Hwy #202
Ft. Lauderdale, FL 33316
(305) 761-9810
Fl. Bar No 705276

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TALLAHASSEE, FLORIDA

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ARTICLE VII.

The street address of the initial registered office of this Corporation is: 1000 S. Federal Highway, Suite 202, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business is 1000 S. Federal Highway, Suite 202, Fort Lauderdale, Florida 33316.

ARTICLE VIII.

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

MARK B. GOLDSTEIN
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

LORI M. WADE
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

DANIEL JACEYNSKI
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

SAM R. NELSON
2603 OVERSEAS HIGHWAY
MARATHON, FLORIDA 33050

ARTICLE IX.

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

**ARTICLE X.
AMENDMENT.**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of July, 1995.

DRY ICE KISS, INC.,
a Florida corporation

BY: 
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK E. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Passport and Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 22nd day of August, 1995, in the County and State aforesaid.

Angela Silverwood
ANGELA SILVERWOOD
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No. _____



**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, HAVING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT DRY ICE KING, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT 1000 S. FEDERAL HIGHWAY,
SUITE 202, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED MARK B. GOLDSTEIN,
LOCATED AT 1000 S. FEDERAL HIGHWAY, SUITE 202, FORT LAUDERDALE, FLORIDA
33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DRY ICE KING, INC.,
a Florida corporation

BY: [Signature]
MARK B. GOLDSTEIN, DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

By: [Signature]
MARK B. GOLDSTEIN

Dated: 8/22/95

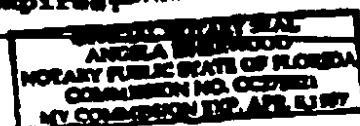
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly
authorized to administer oaths and to take acknowledgments, personally
appeared MARK B. GOLDSTEIN, known to me to be the person described in
and who executed the foregoing instrument, who acknowledged before me
that he executed the same, that I relied upon the following form of
identification of the above-named person; passport and drivers license
and that an oath was not taken.

WITNESS my hand and official seal, this 22nd day of July,
1995, in the County and State aforesaid.

[Signature]
ANGELA B. WOOD
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:.....
Commission No:



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92260000564