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TRANSMITTAL LETTER

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

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-08/31/95--01001--002  
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300001574153  
-08/31/95--01001--003  
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SUBJECT: Cold Storage Holdings, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Felicia L. Silber  
Name (printed or typed)

Sonnenschein Nath & Rosenthal

Address  
1301 K St., N.W., Suite 600, East Tower  
Washington, D.C. 20005

City, State & Zip

(202) 408-6383

Daytime Telephone number

FILED  
95 AUG 31 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-31-95

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION  
OF

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COLD STORAGE HOLDINGS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of the Corporation is: Cold Storage Holdings, Inc.
2. Initial Principal Office. The address of the Corporation's initial principal office in the state of Florida is 2001 N.W. 107th Avenue, Miami, Florida 33712.
3. Registered Agent and Address. The address of the Corporation's registered office in the state of Florida is 2001 N.W. 107th Avenue in the City of Miami, County of Dade. The name of its registered agent is Marco A. Rojas.
4. Purpose. The Corporation is formed for the following purpose:

To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

5. Authorized Shares. The total number of shares of Common Stock which the Corporation shall have authority to issue is 100 shares, all of which have no par value.
6. Incorporator. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Felicia L. Silber	Sonnenschein Nath & Rosenthal 1301 K Street, N.W. Suite 600, East Tower Washington D.C. 20005

7. Initial Directors. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation. The names and addresses of the persons who shall serve as

the initial directors of the Corporation, to serve until the first annual meeting of the stockholders, are as follows:

a. Gilbert L. Bieger  
2001 N.W. 107th Avenue  
Miami, FL 33712

b. Marco A. Rojas  
2001 N.W. 107th Avenue  
Miami, FL 33712

8. Duration. The duration of the Corporation is to be perpetual.
9. Stockholder Meetings. Meetings of stockholders may be held within or without the State of Florida, as the by-laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the Florida statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Elections of directors need not be by written ballot, unless the by-laws of the Corporation shall so provide.
10. Reservation of Rights. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
11. Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders 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) 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; (iii) under Section 607.0834 of the Florida Business Corporation Act; (iv) for any transaction from which the director either directly or indirectly derived an improper personal benefit; 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.

12. Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same from time to time be amended and supplemented, indemnify each director and officer of the Corporation from and against any and all of the expenses and liabilities arising out of, or related to, any threatened, pending or completed action, suit or proceeding, or other matters referred to in or covered by said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to

which any such person may be entitled under any by-laws, resolution of shareholders, resolution of directors, agreement or otherwise as permitted by said Section, as to action taken by such person in his or her capacity as such officer or director or in any other capacity in which such person served at the request of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1995.

Felicia L. Silber  
Felicia L. Silber  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Cold Storage Holdings, Inc.

2. The name and address of the registered agent and office is:

Marco A. Rojas

(Name)

2001 N.W. 107th Ave.

(P.O. Box or Mail Drop Box NOT acceptable)

Miami, FL. 33172

(City/State/Zip)

*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 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.*

  
(Signature)

8-29-95  
(Date)

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