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Change Name Only

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P.B.R.

Requestor's Name

Address

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VALIDATION ONLY

FILED
96 MAR -7 PM 9:50
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

PRO-COOL, INC.

REMPRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Mark | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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| W.P. Verifier |

CHESSEY MAR 7 1996

ARTICLES OF INCORPORATION OF
PRO-COOL, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of the state of Florida, providing for the formation and liabilities, rights, privileges, powers and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of this corporation is PRO-COOL, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date the charter is issued.

ARTICLE III

This corporation is organized for the purpose of radiator and air conditioning service and repair, and any and all other kinds of related incidental activities thereto, without limitation and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes viz:

a) To take, acquire, buy, hold, obtain, work, develop, sell, lease, convey, mortgage, exchange, improve, and otherwise deal in and dispose of all kinds of property, of whatsoever nature, whether real, personal or mixed, or any interest or rights therein, without limit as to amount; to buy, sell, assign, convey and cancel liens upon the property of every kind and nature whatsoever; to act as broker or agent for the purpose of purchase, sale, leasing and management of real estate and personal property and negotiation of loans; to draw, discount, endorse and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments or obligations of whatever nature, and to secure the same by mortgage on its property in which the company is interested, any business which may be conveniently carried on or in connection with said property, the establishment of which may seem calculated to enhance the value of the company's interest in such property or to facilitate the disposal thereof, including the advancement of money

and lending money to tenants, builders and others who may be willing to build or improve any lands or buildings, and all property of whatsoever kind and character used or useable in connection therewith, including the trade names and good will of such business.

b) To acquire, by purchase or otherwise, all property and to employ all service whatsoever necessary or incidental to any business venture undertaken by this corporation; and generally to do any business necessary for the purpose of obtaining any of the objects of the corporation, whether implied or expressed, and to do and perform any other acts and things, and to exercise any and all powers which a corporation or natural person could do or exercise, and which a corporation now or hereafter may be authorized to do and perform by law, the foregoing clauses being deemed in furtherance and not in limitation of any other business or powers of this corporation.

ARTICLE IV

This corporation is authorized to issue seven thousand, five hundred (7,500) shares of one dollar (\$1.00) par value common stock which shall be "common shares" with equal voting rights.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI

The street address of the initial registered office of the corporation is 4705 Southern Blvd, West Palm Beach, Florida 334¹⁵, and the initial registered agent of the corporation at that address is HOWARD I. JENNINGS.

ARTICLE VI-A

The principal place of business for the corporation is 4705 Southern Blvd, West Palm Beach, Florida 334¹⁵

ARTICLE VII

This corporation shall have one (1) director initially, and there shall never be less than (1) director. The initial director's name and address are HOWARD I. JENNINGS, 4705 Southern Blvd, West Palm Beach, Florida 334¹⁵.

ARTICLE VIII

The name and address of the person signing these Articles of

Incorporation are HOWARD I. JENNINGS, 4705 Southern Blvd,
West Palm Beach, Florida 33406.

ARTICLE IX

Five (5) shares of capital common stock of this corporation shall be issued initially to HOWARD I. JENNINGS.

ARTICLE X

The officers of the corporation shall be: HOWARD I. JENNINGS, as President, Vice-president, Secretary, Treasurer, Director and Registered Agent

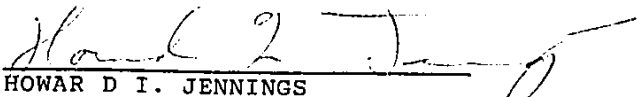
ARTICLE XI

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto; any right conferred upon the shareholder(s) is subject to this reservation.

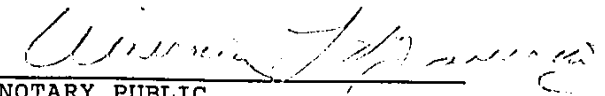
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 5th day of March, 1996.


HOWARD I. JENNINGS

STATE OF FLORIDA
COUNTY OF PALM BEACH

) ss:
)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared, on March 5th, 1996, HOWARD I. JENNINGS, personally known to me, who took an oath and acknowledged that he is the person who executed the foregoing Articles of Incorporation.


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
WILLIAM F. BARNES III
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC05665
MY COMMISSION EXPIRES APR. 22, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First: That PRO-COOL, INC.

desiring to organize under the Laws of the State of FLORIDA
with its principal office, as indicated in the Articles of Incorporation,
at City of WEST PALM BEACH, County of PALM BEACH,
State of FLORIDA, has named HOWARD I. JENNINGS,
located at 4705 Southern Blvd.,
City of West Palm Beach, County of Palm Beach,
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

BY Howard I. Jennings
(Resident Agent) HOWARD I. JENNINGS

Dated: March 7th, 1996

FILED
96 MAR -7 PM 9:50
CLERK OF STATE
TALLAHASSEE, FLORIDA