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March 15, 1996

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**VIA FEDERAL EXPRESS**

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400001748044  
-03/18/96--01139--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of Cold Spot, Inc.  
B&A File No. 238-002

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Cold Spot, Inc., as well as the Certificate Designating Registered Agent for Service of Process Within This State, which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$70.00 for payment of the required fees for filing these Articles and Designation of the Registered Agent pursuant to Chapter 607, Florida Statutes.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated.

Very truly yours,

*David F. Tegeler*

David F. Tegeler

DFT/al  
Enclosures  
238\002\department.ste

FILED  
MAR 18 AM 9:33  
TALLAHASSEE, FLORIDA

SN MAR 25 1996

3/15/96

**ARTICLES OF INCORPORATION  
OF  
COLD SPOT, INC.**

FILED  
MAY 18 AM 8:34  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is Cold Spot, Inc. The principal address of the corporation is 3313 North Butler Bay Drive, Windermere, Florida 34786.

**ARTICLE II - COMMENCEMENT AND TERMINATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the United States of America.

**ARTICLE IV - STATED CAPITAL**

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 500 shares of common stock. The par value shall be \$1.00 per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 9117 Brookline Drive, Orlando, Florida 32819, and the initial registered agent of this corporation at such office shall be Andrea Cardella, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by a vote of the shareholders. The names and addresses of the directors constituting the initial Board of Directors are:

Andrea Cardella  
9117 Brookline Drive  
Orlando, FL 32819

Maurice G. Dennaoui  
3313 North Butler Bay Drive  
Windermere, FL 34786

#### **ARTICLE VII - INCORPORATORS**

The name and street address of the persons signing these Articles are:

Andrea Cardella  
9117 Brookline Drive  
Orlando, FL 32819

Maurice G. Dennaoui  
3313 North Butler Bay Drive  
Windermere, FL 34786

#### **ARTICLE VIII - INDEMNIFICATION**

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

#### **ARTICLE IX - LOST OR DESTROYED CERTIFICATES**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

Andrea Cardella  
Andrea Cardella, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Andrea Cardella, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who has produced Fla. Div. Lic. # C6341-000-59 <sup>062-0</sup> as identification.

WITNESS my hand and seal this 15<sup>th</sup> day of March, 1996.



AMY T. LEWIN  
My Commission CC380782  
Expires Mar. 31, 1998  
Bonded by HAI  
800-422-1555

Amy T. Lewin  
NOTARY PUBLIC

My commission expires

Maurice G. Dennaoui  
Maurice G. Dennaoui, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Maurice G. Dennaoui, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and seal this 15<sup>th</sup> day of March, 1996.



AMY T. LEWIN  
My Commission CC380782  
Expires Mar. 31, 1998  
Bonded by HAI  
800-422-1555

Amy T. Lewin  
NOTARY PUBLIC

My commission expires

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said act:

Cold Spot, Inc., a corporation organized under the laws of the State of Florida with its registered office located at 9117 Brookline Drive, Orlando, Florida 32819, has named Andrea Cardella, located at the above registered office, as its registered agent to accept service of process within the state.

**Acknowledgment:**

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

By: Andrea Cardella  
Registered Agent

Date: 3-15-96

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FILED  
MAR 18 AM 8:34  
TALLAHASSEE, FLORIDA