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DEIERLEIN MANAGEMENT, INC.
14 Ohio Road * Lake Worth, FL 33467
(561) 439-5287 * Fax: (561) 439-9839

March 17, 1997

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

100002121181--7
-03/24/97--01023--007
****122.50 ****122.50

Re: ARCTIC COOLANT REMANUFACTURING, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 covering various fees for same. Please forward recorded Articles and Charter to me at the address above.

Very truly yours,
DEIERLEIN MANAGEMENT, INC.



Vicki Deierlein
President

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 9:54

12/27

**ARTICLES OF INCORPORATION
FOR
ARCTIC COOLANT REMANUFACTURING, INC.**

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DIVISION OF CORPORATIONS
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The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is ARCTIC COOLANT REMANUFACTURING, INC.

ARTICLE II: DURATION:

This corporation shall exist perpetually, commencing on the date of the filing of these Articles, unless sooner dissolved according to law.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any and all activities or business permitted under the laws of the United States and Florida.

ARTICLES IV: CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of Common Stock at One (\$1.00) Dollar par value. The capital stock shall be paid in cash or in property, at just valuation to be fixed by the incorporator, or by the directors at a meeting called for such purpose, or at the organizational meeting.

ARTICLE V: INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be 1836 SW 44 Terrace, Ft. Lauderdale, FL 33317.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1836 SW 44 Terrace, Ft. Lauderdale, FL 33317, and the name of the registered agent of this corporation at that address is JOHN W. FENTON.

ARTICLE VII: BOARD OF DIRECTORS

The number of directors of this corporation may be either increased or decreased from time to time, but shall never be less than one. The initial board of directors consists of one individual, to wit:

JOHN W. FENTON, 1836 SW 44 Terrace, Ft. Lauderdale, FL 33317

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is JOHN W. FENTON, 1836 SW 44 Terrace, Ft. Lauderdale, FL 33317.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XI:

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon any dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XII: AMENDMENT

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

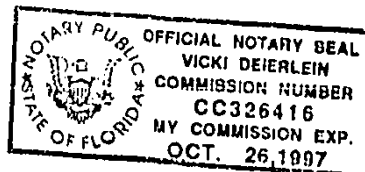
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of March, 1997.


JOHN W. FENTON

STATE OF FLORIDA)
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me this 15 day of March, 1997 by JOHN W. FENTON, who presented a Florida Driver's License as identification and who took an oath.

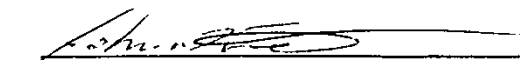

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ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place and designation in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


JOHN W. FENTON

STATE OF FLORIDA)
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me this 15 day of March, 1997 by JOHN W. FENTON who presented a Florida Driver's License as identification and who took an oath.


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