

PP1000047714

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

SUBJECT: RODAR UPCHARGE, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

Filing fee -	\$ 35.00
Registered agent designation -	35.00
Certified copy -	52.50
	<u>\$122.50</u>
	=====

FROM: Michael R. Moses
1509 W. Swann Ave., Suite 100
Tampa, Florida 33606
(813)-254-7222

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EFFECTIVE DATE
5-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 AM 9:42

Doc 5/30

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5-22-97

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ARTICLES OF INCORPORATION
OF
RODAR UPCHARGE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: RODAR UPCHARGE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3654 Cypress Street, Tampa, Florida 33607.

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing on the twenty-second day of May 1997.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including:

1. The purchase, resale and rental of refrigeration equipment related products.
2. Investing its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
3. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Darrell A. Dahl, Jr.
3654 Cypress Street
Tampa, Florida 33607

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four 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. The name and addresses of the initial directors of this corporation are:

1. Darrell A. Dahl, Jr.
3654 Cypress Street
Tampa, Florida 33607
2. Howard Noskowicz
1750 University Drive, Suite 230
Coral Springs, Florida 33071
3. Michael R. Moses
1509 W. Swann Ave., Suite 100
Tampa, Florida 33606
4. William J. Ferrell
1509 W. Swann Ave., Suite 100
Tampa, Florida 33606

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

1. Darrell A. Dahl, Jr.
3654 Cypress Street
Tampa, Florida 33607
2. Howard Noskowicz
1750 University Drive, Suite 230
Coral Springs, Florida 33071
3. Michael R. Moses
1509 W. Swann Ave., Suite 100
Tampa, Florida 33606
4. William J. Ferrell
1509 W. Swann Ave., Suite 100
Tampa, Florida 33606

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws is vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

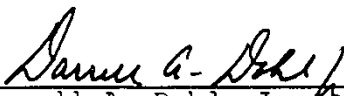
ARTICLE XI - INDEMNIFICATION

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

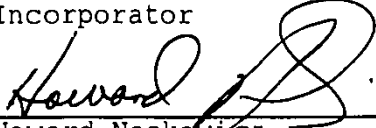
ARTICLE XII - AMENDMENTS

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

The undersigned have executed these Articles of Incorporation this twenty-second day of May 1997.




Darrell A. Dahl, Jr.
Incorporator



Howard Noskowitz
Incorporator



Michael R. Moses
Incorporator



William J. Ferrell
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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Pursuant to the provisions of sections 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:

RODAR UPCHARGE, INC.

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

Darrell A. Dahl, Jr.
3654 Cypress Street
Tampa, Florida 33607

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

Darrell A. Dahl, Jr.

DATE

MAY 23 1997