

PAID 12711

Requestor's Name: HOLLAND, KATHY
 Address: 315 SOUTH CATHOUN STREET
Tallahassee, Florida 32301
 City/State/Zip: _____ Phone #: 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Heat Store, Inc (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) _____
3. _____ (Corporation Name) (Document #) _____
4. _____ (Corporation Name) (Document #) _____

300002425249--7
 -02/09/98--01069--016
 *****265.00 *****122.50

- ☒ Walk in
 ☒ Pick up time 2:00
 ☒ Certified Copy
☐ Mail out
☐ Will wait
☐ Photocopy
☒ Certificate of Status

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 98 FEB -9 PM 1:51
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CF - 70.00
CERT 52.50

RECEIVED
 98 FEB -9 AM 11:
 DIVISION OF CORPOR

Examiner's Initials: _____

ARTICLES OF INCORPORATION
OF
HEAT STORE, INC.

FILED
98 FEB -9 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **HEAT STORE, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **HEAT STORE, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is SunTrust International Center, One Southeast Third Avenue, Suite 2300, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Micky Arison	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131
Howard S. Frank	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131
L. Jay Cross	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

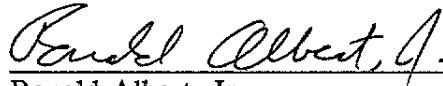
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on February 6, 1998.



Ronald Albert, Jr.
Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of HEAT STORE, LTD., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

Dated this 6th day of February, 1998.

**INTRASTATE REGISTERED AGENT
CORPORATION**

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

By: _____

Name: Steven H. Hagen

Title: Vice President

FILED
98 FEB -9 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA