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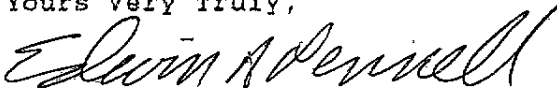
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State of Florida
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32316

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the ALL FLEET REFRIGERATION, Inc. Also enclosed is a money order in the amount of 122.50 for payment of the Incorporation fee and a certified copy of the charter. Please file the same and return the certified copy to P.O. Box 368, Silver Springs, Florida, 34489

Yours Very Truly,



Edwin A. Pennell

FILED
98 APR 30 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
MAY - 1 1998


ARTICLES ON INCORPORATION
OF
ALL FLEET REFRIGERATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge, and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be All Fleet Refrigeration, Inc.

ARTICLE II
Business, Objects or Purpose

The general nature of the business to be transacted by this corporation, or the objects of purposes of this corporation, shall be as follows:

(a) To engage in the business of operating a truck refrigeration and air conditioning repair business for the general public, including, but not limited to the purchase or leasing of building and equipment, the hiring of employees, and doing everything necessary to carry on such business.

(b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated to be profitable to this corporation.

(c) To manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise and real and personal property of every class and description.

(d) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(e) To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of property, to loan money upon such property and to take

mortgages and assignments or mortgages on the same; and to transact all and any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

(f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.

(g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(h) To purchase, sell and transfer shares of its own capital stock.

(i) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein or thereunder.

(j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects, and powers and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the

said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid and non-assessable.

(b) In the election of Directors of this corporation there shall be no cumulative voting of the stock entitles to vote at such election.

(c) The holders of the stock of the corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE IV Capital to Begin Business

The amount of capital with which this corporation shall begin business will be one thousand (1,000) dollars.

ARTICLE V Corporate Existence

This corporation shall begin existence on the date of filing of the Charter and shall have perpetual existence.

ARTICLE V Principal Office and Registered Agent

The principal office of this corporation shall be located at 414 E. SR44, P.O. Box 1122, Wildwood, Florida, 34785, and the name of the initial Registered Agent of the corporation at that address is Mark E. Dally. The corporation shall have the power to relocate the principal office or to establish branch offices at other places within or without the State of Florida as may be determined to be expedient.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders at an annual or special meeting or by the corporate By-Laws. Each of the said Directors shall be a citizen of the United States, but need not be stockholders of this corporation. A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-Laws of this corporation, meetings of the Directors may be held within or without the State of Florida. The stockholders may remove any Director or the entire Board of Directors from office at any time, with or without cause.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the initial members of the Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESSES</u>
Mark E. Dally	P. O. Box 1122 Wildwood, Fl. 34785

ARTICLE IX
Officers

The names and street addresses of the officers of this corporation who, subject to this Charter and the By-Laws of this corporation and the laws of the State of Florida shall hold office for the first year of existence of this corporation, or until an election is held by the Directors of this corporation for the election of permanent officers, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESSES</u>
Mark E. Dally	Pres.-Sec.	P. O. Box 1122 Wildwood, Fl. 34785

ARTICLE X
Subscribers

The name and street address of the subscriber to these Articles of Incorporation is:

NAME
Mark E. Dally

ADDRESSES
P. O. Box 1122
Wildwood, Fl. 34785

ARTICLE XI
Transactions with Other Corporations

No contract or other transaction between this corporation and any other corporation, and no contract of transaction 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 any other corporation, or are Directors or officers of any 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. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, 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 officer or Directors of such other corporation or member of such firm, or not so interested.


ARTICLE XII
By-Laws

(a) The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, shall be vested in the Board of Directors of this corporation, provided however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such stockholders.

ARTICLE XIII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes herein stated, this

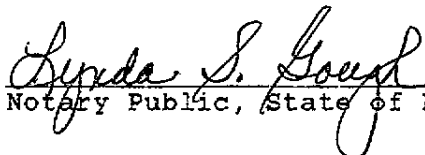


MARK E. DALLY
Subscriber
P. O. Box 1122
Wildwood, Fl. 34785

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, the undersigned authority, on this 31st day of January, 1998 appeared Mark E. Dally, to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public, State of Florida

My commission Expires:



Lynda S. Gough
MY COMMISSION # 00687262 EXPIRES
JUNE 19, 2001
BONDED THRU TROY PAUL INSURANCE, INC.

(personally known to me)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment of Registered Agent and agree to comply with and accept the obligations of Section 607.325, Florida Statutes, as amended.


MARK E. DALLY
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA