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ATTORNEYS AT LAW

P98000062994

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STEVEN L. HEARN\*<sup>A</sup>  
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CYNTHIA L. KENDRICK  
CHARLES F. KETCHY, JR.\*  
JEANNE Z. MCLEAN  
JOHN B. NELIKAMM\*

EFFECTIVE DATE  
7-13-98

10 NORTH TAMPA STREET  
SUITE 1900  
TAMPA, FLORIDA 33602-5145  
TELEPHONE (813) 223-9395  
FACSIMILE (813) 221-1348

1647 SUN CITY CENTER PLAZA  
SUITE 200  
SUN CITY CENTER, FLORIDA 33573  
TELEPHONE (813) 633-1200

MAILING ADDRESS:  
POST OFFICE BOX 500  
TAMPA, FLORIDA 33601-0500

July 13, 1998

- \* Board Certified Wills, Trusts and Estates
- Board Certified Business Bankruptcy—  
American Board of Certification
- ° Board Certified Civil Trial and Business Litigation
- Board Certified Real Estate
- △ Certified Circuit Court Mediator
- ▲ Certified Mediator — Bankruptcy,  
Circuit and Federal Courts

**BY CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

000002590060--6  
-07/15/98--01081--006  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE

Re: Filing of Articles of Incorporation for Citywide Cooling, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Citywide Cooling, Inc., together with a Certificate Designating Place of Business or Domicile for Service of Process Within Florida, Naming Agent Upon Whom Service May Be Made. We enclose a check in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Incorporation	\$ 35.00
Fee for filing Certificate Designating Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

FILED  
98 JUL 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

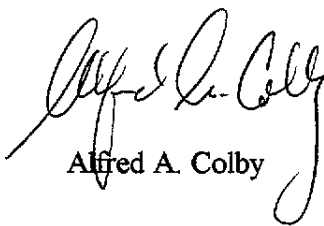
CB-98  
7-17-98

Corporate Records Bureau  
July 13, 1998  
Page 2

In accordance with F.S. 607.0203(1), the corporation began its existence on July 13, 1998, as set forth in the Articles. I understand that you will file the Articles within five (5) days from that date, in compliance with that statute.

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office. Thank you for your cooperation in this matter.

Sincerely,



Alfred A. Colby

Enclosures

cc: Ms. Sherry Griffin

AAC\02\1143

**FILED**  
98 JUL 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CITYWIDE COOLING, INC.**

**EFFECTIVE DATE**  
**7-13-98**

**FILED**  
98 JUL 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

**ARTICLE I**

Name and Principal Office

The name of the corporation shall be Citywide Cooling, Inc. The principal office for the corporation shall be 3904 East 10th Avenue, Tampa, Florida 33605 and the mailing address for the corporation shall be Post Office Box 1859, Tampa, Florida 33601.

**ARTICLE II**

Term of Existence

The corporation shall have perpetual existence, commencing on July 13, 1998.

**ARTICLE III**

Purpose

The general purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

- (r) To have and exercise all other powers necessary or convenient to effect its purposes.

#### **ARTICLE V**

##### **Capital Stock**

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one cent (\$0.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

#### **ARTICLE VI**

##### **Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 100 North Tampa Street, Suite 1900, Tampa, Florida 33602 and the name of its initial registered agent at such address shall be Alfred A. Colby.

#### **ARTICLE VII**

##### **Directors**

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

#### **ARTICLE VIII**

##### **Initial Directors**

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

Sherry Griffin  
3904 East 10th Avenue  
Tampa, Florida 33605

#### **ARTICLE IX**

##### **Incorporator**

The name and street address of the incorporator of this corporation shall be Alfred A. Colby, 100 North Tampa Street, Suite 1900, Tampa, Florida 33602.

**ARTICLE X**

Bylaws

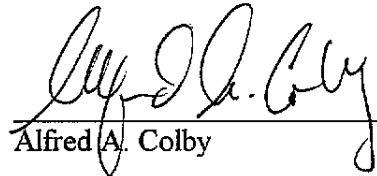
The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

**ARTICLE XI**

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

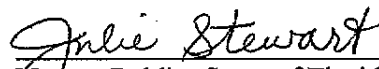
The undersigned incorporator has executed these Articles of Incorporation this 13th day of July, 1998.

 (SEAL)  
Alfred A. Colby

STATE OF FLORIDA       )  
COUNTY OF HILLSBOROUGH   )

The foregoing instrument was acknowledged before me this 13th day of July, 1998, by Alfred A. Colby, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida

Julie Stewart  
Notary's Printed Name  
My Commission Expires: June 2000

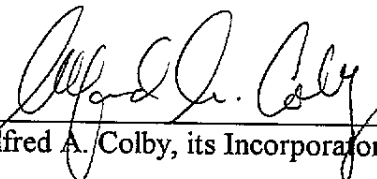
AAC\02\1142

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That Refrigerated Services, Inc., desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 100 North Tampa Street, Suite 1900, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

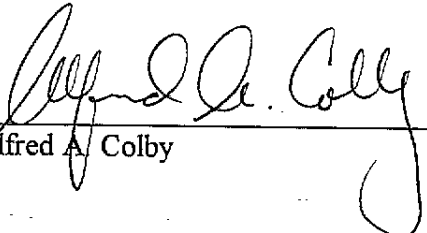
DATED this 13th day of July, 1998.

By:   
Alfred A. Colby, its Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 13th day of July, 1998.

  
Alfred A. Colby

AAC\02\1142

**FILED**  
98 JUL 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA