

P99000017101

MANNIKKO & BARIS

February 5, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32321

600002783126--6
-02/22/99--01107--005
****113.75 *****78.75

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Cool Clean Systems, Inc., along with my check in the amount of \$35.00 for filing.

Immediately upon filing the Articles of Amendment, please file the enclosed Articles of Incorporation for the new Clean Cool Systems, Inc.

Enclosed in a check for \$113.75 for filing fees, and for a certified copy to be returned to me.

Sincerely,

Joseph L. Mannikko
For the Firm

JLM/mh

FILED
99 FEB 22 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\WPFILES\GALLO\AmendDivcorp.I01.wpd

RECEIVED

99 FEB 11 AM 8:56

VISION OF CORPORATION

299-3490

870 S.W. Martin Downs Blvd., Suite 1
Palm City, Florida 34990
561/283-0084
Fax: 561/283-1084

New Dom
2/23/99 Profit
SP



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 11, 1999

Joseph L. Mannikko
870 S.W. Martin Downs Blvd., Suite 1
Palm City, FL 34990

SUBJECT: COOL CLEAN SYSTEMS, INC.
Ref. Number: W99000003480

We have received your document for COOL CLEAN SYSTEMS, INC. and check(s) totaling \$113.75. However, your check(s) and document are being returned for the following:

Per my phone conversation with Mary, I am returning the enclosed document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 599A00006171

FILED

99 FEB 22 PM 3: 07

**ARTICLES OF INCORPORATION
OF
CLEAN COOL SYSTEMS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Clean Cool Systems, Inc.

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is 870 S.W. Martin Downs Blvd., Palm City, Florida 34990, which is the mailing address of the corporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of no par value common stock, which shall be designated as "common shares."

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL OFFICES AND AGENT

The street address of the corporation's initial registered office is 870 S.W. Martin Downs Blvd., Palm City, Florida 34990. The name of its initial registered agent at that office is Joseph L. Mannikko.

ARTICLE VI - INCORPORATOR

The name and address of each incorporator signing these Articles is Joseph L. Mannikko, 870 S.W. Martin Downs Blvd., Palm City, Florida 34990.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three directors to hold office until successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The names and addresses of the initial directors are:

Joseph L. Mannikko
870 S.W. Martin Downs Blvd.
Palm City, Florida 34990

John B. Gallo
5005 Tamoka Court
Fort Pierce, Florida 34951

Brent E. Baris
870 S.W. Martin Downs Blvd.
Palm City, Florida 34990

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IX - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

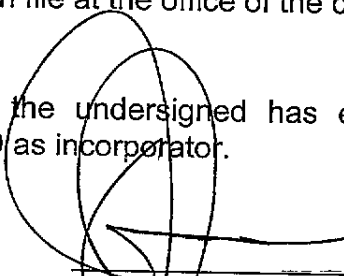
ARTICLE XI - AMENDMENT

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

ARTICLE XII - RESTRICTION ON TRANSFER

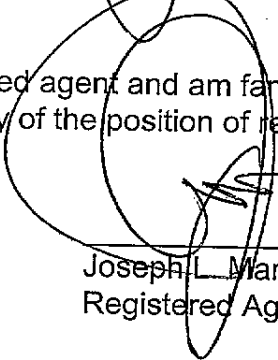
The transfer of share represented by the certificates of the corporation is restricted under the terms of an agreement on file at the office of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 17, 1999 as incorporator.



Joseph L. Mannikko

I accept appointment as a registered agent and am familiar with, and hereby accept, the obligation, duties and responsibility of the position of registered agent.

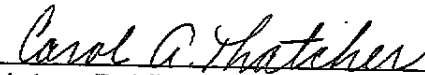


Joseph L. Mannikko
Registered Agent

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me February 17, 1999 by Joseph L. Mannikko, who is known to me and who did not take an oath.



Notary Public



Carol A. Thatcher
Notary Public-State of Florida
Commission # CC 448982
Expires MAR. 28, 1999