

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS  
FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

July 9, 1999

P99000070955

CERTIFIED, RETURN RECEIPT REQUESTED

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-08/03/99--01085--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

In Re: Articles of Incorporation of Kooltrak, Inc.

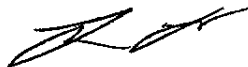
Dear Sir:

Enclosed you will find an original and a duplicate copy of the Articles of Incorporation for Kooltrak, Inc. The copy of the Articles of Incorporation should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. You will also find enclosed a check in the amount of \$78.75 in payment of the filing fee and certified copy fee for the Articles of Incorporation.

Thank you for your assistance in this matter. If you should have any questions, please contact the undersigned.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw

Enclosures

a/s

cc: Cornelia Stenz

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**KOOLTRAK, INC.**

**ARTICLE I - NAME**

The name of this corporation is KOOLTRAK, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation is 631 U.S. Highway #1, Suite 204, North Palm Beach, FL 33408.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

**ARTICLE V - CAPITAL STOCK**

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is Richard Paladino.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Dr. G. Roland Bradbury  
631 U.S. Highway #1, Suite 204  
North Palm Beach, FL 33408

Cornelia Stenz  
631 U.S. Highway #1, Suite 204  
North Palm Beach, FL 33408

ARTICLE VIII - OFFICERS

The following persons shall be the officers of this corporation from its inception until their successors are duly elected and qualified:

Cornelia Stenz                      President

Dr. G. Roland Bradbury        Secretary/Treasurer

ARTICLE IX - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Cornelia Stenz  
631 U.S. Highway #1, Suite 204  
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 30<sup>th</sup> day of July, 1999.

  
CORNELIA STENZ

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of July, 1999, by  
CORNELIA STENZ, who is either personally known to me, ~~or who has produced her drivers-~~  
~~license as identification.~~

  
Notary Public State of Florida

My Commission Expires:



RICHARD PALADINO  
My Commission CC518707  
Expires Feb 11 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, KOOLTRAK, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of North Palm Beach, County of Palm Beach, State of Florida, has named RICHARD PALADINO, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: July 30, 1999

  
\_\_\_\_\_  
Richard Paladino

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA