



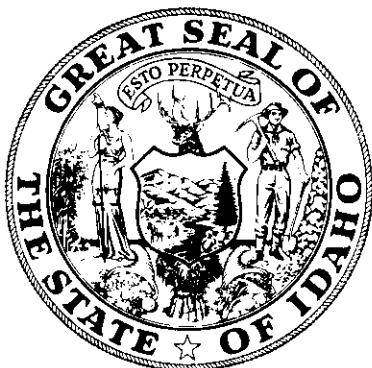
CERTIFICATE OF AUTHORITY
OF

SNYDER GENERAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SNYDER GENERAL CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SNYDER GENERAL CORPORATION to transact business in this State under the name SNYDER GENERAL CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated April 12, 19 82



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SNYDER GENERAL CORPORATION
2. *The name which it shall use in Idaho is SNYDER GENERAL CORPORATION
3. It is incorporated under the laws of Texas
4. The date of its incorporation is October 29, 1981 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2100 Plaza of the Americas, South Tower, LB 137, Dallas, Tex. 75201
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Designing, manufacturing and marketing of self-contained packaged heating, air-conditioning and refrigeration systems.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(SEE ATTACHED RIDER)		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$0.10

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 26, 19 82

SNYDER GENERAL CORPORATION

By Richard W. Snyder

Richard W. Snyder Its _____ President

and Michael Caolo

Michael Caolo Its _____ Secretary

STATE OF TEXAS)
COUNTY OF DALLAS) ss:

I, Brenda Homan, a notary public, do hereby certify that on this 26 day of March, 19 82, personally appeared before me Richard W. Snyder, who being by me first duly sworn, declared that he is the President of SNYDER GENERAL CORPORATION

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Brenda Homan
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Directors

<u>NAME</u>	<u>STREET & ADDRESS</u>	<u>CITY & STATE</u>	<u>TERM EXPIRES</u>
Richard W. Snyder	4475 Royal Lane Parkway	Dallas, Tx. 75229	April, 1982
Michael Caolo	2100 Plaza of the Americas South Tower, LB 137	Dallas, Tx. 75201	April, 1982

Officers

<u>TITLE</u>	<u>NAME</u>	<u>STREET & ADDRESS</u>	<u>CITY & STATE</u>	<u>TERM EXPIRES</u>
President	Richard W. Snyder	4475 Royal Lane Parkway	Dallas, Tx. 75229	April, 1982
Vice Pres.	Roberta M. Snyder	4475 Royal Lane Parkway	Dallas, Tx. 75229	April, 1982
Treasurer	Richard W. Snyder	4475 Royal Lane Parkway	Dallas, Tx. 75229	April, 1982
Secretary	Michael Caolo	2100 Plaza of the Americas South Tower, LB 137	Dallas, Tx. 75201	April, 1982



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

SNYDER GENERAL CORPORATION

Articles of Incorporation October 29, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

6th. day of April, A. D. 19 82.

David A. Rie
Secretary of State

ARTICLES OF INCORPORATION
OF
SNYDER GENERAL CORPORATION

FILED
By the Office of the
Secretary of State of Texas

SEP 29 1981

CLERK I A
Corporation Division

I.

The name of the corporation is Snyder General Corporation.

II.

The period of its duration is perpetual.

III.

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

IV.

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) shares of the Common Stock of the par value of \$.10 each.

V.

The street address of the initial registered office of the corporation is 2100 Plaza of the Americas, South Tower, Dallas, Texas and the name of its initial registered agent at such address is Michael Caolo, Jr.

VI.

The number of directors constituting the initial Board of Directors is one, and the name and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

NAME:

Richard W. Snyder

ADDRESS:

4475 Royal Lane Parkway
Dallas, Texas 75229

VII.

The preemptive right of any shareholder of the corporation to acquire additional, unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of the corporation, is hereby denied.

VIII.

Cumulative voting by the shareholders of the corporation at any election for directors of the corporation is hereby prohibited. Every shareholder entitled to vote at each such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

IX.

The corporation shall indemnify any and all persons who may serve or who may have served at any time as directors or officers of the corporation or who, at the request of the Board of Directors of the corporation, may serve or at any time have served as directors and officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and

necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be guilty of gross negligency or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Law, agreement, vote of shareholders or otherwise.

X.

Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock of the corporation, the power to alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

XI.

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of at least one thousand dollars (\$1,000.00), consisting of money, labor done or property actually received.

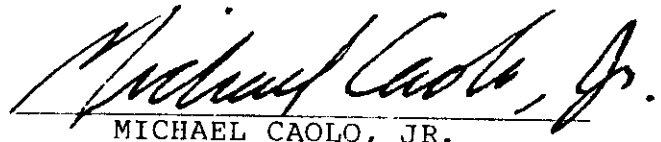
XII.

The name and address of the Incorporator is as follows:

Michael Caolo, Jr.

2100 Plaza of the Americas
South Tower - LB 137
Dallas, Texas 75201

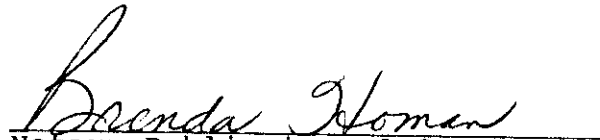
IN WITNESS WHEREOF, the Incorporator has executed these
Articles of Incorporation, this 29th day of October, 1981.



MICHAEL CAOLO, JR.
Incorporator

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, the undersigned, a Notary Public in and for Dallas County, Texas, do hereby certify that on the 29th day of October, 1981, personally appeared before me Michael Caolo, Jr., who, being by me duly sworn, declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.


Notary Public in and for
Dallas County, Texas

My Commission Expires:

3/24/84