DOC ID ----> 200917300614

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/23/2009	200917300614	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

FROST BROWN TODD
10 WEST BROAD STREET, STE 2300
ATTN: SALLY KAPCAR
COLUMBUS, OH 43215

STATE OF OHIO

CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1865352

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

GLOBAL COOLING, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
FOREIGN LICENSE/FOR-PROFIT	**200917300614**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of June, A.D. 2009.

Ohio Secretary of State

DOC ID ----> 200917300614

Prescribed by :
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216
*** Requires an additional fee of $100 ***	
◉ No	PO Box 670 Columbus, OH 43216

FOREIGN CORPORATION APPLICATION FOR LICENSE OR REGISTRATION OF CORPORATION NAME

(For Foreign Profit or Nonprofit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) Foreign Corporation	(2) Registration of Corporate Name by Unlicensed Foreign Corporation
☑ For-Profit *(151-FLF)*	☐ Original (158-RCO)
☐ Nonprofit *(152-FLN)* ORC 1703	☐ Renewal (172-RNR (RCR)) ORC 1703 (Registration No.)
Filing Fee $125.00	Filing Fee $50.00

Complete the general information in this section for the box checked above.

Corporate Name: Global Cooling, Inc.

Under the Laws of the State of: Delaware *(Home State)*

Date of Incorporation in Home State: May 16, 2001 *(Date)*

The corporation's principal office is located at

1209 Orange Street *(Street)* ***NOTE: P.O. Box Addresses are NOT acceptable.***

Wilmington *(City)* Delaware *(State)* 19801 *(Zip Code)*

The corporate purpose it proposes to exercise in the state of Ohio are as follows: (Please provide a brief but specific description; a general purpose clause is not sufficient)

Scientific research, development and marketing of Stirling engine and other energy conversion products and technologies

The corporation is carrying on or doing business.

☐ ***Check here if additional provisions are attached***

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Complete the information in this section if box (1) is checked.

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio

Richard D. Rogovin, Esq.
(Name)

Suite 2300, 10 West Broad Street
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Columbus (City) | Ohio (State) | 43215 (Zip Code)

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

A. the agent cannot be found or
B. the above listed fails to designate another agent when required to do so, or
C. the above stated registration to do business in Ohio expires or is cancelled

Complete the information in this section if profit is checked in box (1).

The application is made to secure a ☑ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in ☐ Corporation will not have an office in Ohio

141 North Columbus Road
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Athens (City) | Athens (County) | Ohio (State) | 45701 (Zip Code)

Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☑ No
If yes, prior License No. _____ issued _____ (Date)

The date on which the corporation began transacting business in Ohio

☐ Date _____
OR
☑ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action? ☐ Yes ☑ No

Complete the information in this section if non-profit is checked in box (1).

The location of its principal office in the state of Ohio is

_____
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

_____ (City) | _____ (County) | Ohio (State) | _____ (Zip Code)

(Pursuant to ORC 1703.27 must have an Ohio address)

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SS.

IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized officer on March 31, 2009 (Date)

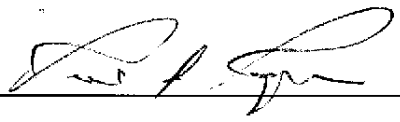
STATE OF Ohio

COUNTY OF Franklin

Richard D. Rogovin (Name of Officer), being first duly sworn, deposes and says that he/she is the

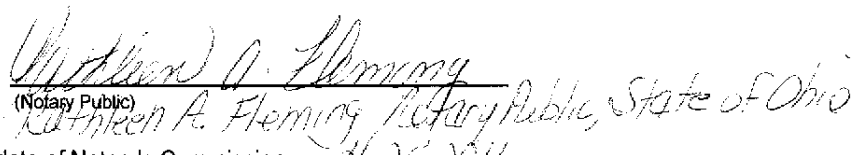
Secretary (title) of Global Cooling, Inc.

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: 

Name: Richard D. Rogovin

Sworn to before me and subscribed in my presence, March 31, 2009 (date)



(Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission: 4-25-2011 (date)

DOC ID ----> 200917300614

Prescribed by:
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

CONSENT FOR USE OF SIMILAR NAME

(For Domestic / Foreign, Profit or Nonprofit)
Must Be Accompanied By Another Form

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX) **This filing does not extend the registration period**

☐ Where consenting entity is a a corporation	Where consenting entity is a registrant of ☐ Trade Name ☐ Service Mark ☐ Trade Mark	Where consenting entity is a ☑ Limited Liability Company ☐ Limited Partnership ☐ Partnership Having Limited Liability
(147-CSC)	*(149-CSN)*	*(148-CSL)*

☐ ***Check here if additional provisions are attached***

Charter or Registration No. of Entity Giving Consent 886618

Name of Entity Giving Consent Global Cooling, Limited

Gives Its Consent To Global Cooling, Inc.

To Use The Name Global Cooling, Inc.

REQUIRED
Must be authenticated **(signed)** by an authorized representative

Authorized Representative	Date: 5/12/2009
Authorized Representative	Date

If the consenting party is a partnership, all general partners must sign. If only one partner is authorized to sign, a copy of the resolution authorizing the signature must be included.

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "GLOBAL COOLING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 1:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2003, AT 12:12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2006, AT 4:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GLOBAL COOLING, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLOBAL COOLING, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES



Jeffrey W. Bullock, Secretary of State

3392673 8310

AUTHENTICATION: 7368015

090625292

DATE: 06-17-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

DOC ID ----> 200917300614

Delaware

The First State

HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3392673 8310

090625292

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7368015

DATE: 06-17-09