

20070301000092480 1/6 \$25.00
Shelby Cnty Judge of Probate, AL
03/01/2007 10:44:54AM FILED/CERT

NOTICE OF MERGER

STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

This Notice of Merger ("Notice") is made as of this 23rd day of February, 2007, by REDDY ICE CORPORATION, a Nevada corporation ("Reddy Ice").

RECITALS:

WHEREAS, AQUATECH OF BIRMINGHAM, INC., an Alabama corporation ("Aquatech"), acquired certain real property (the "Property"), located in Shelby County, Alabama, as more particularly described on Exhibit A attached hereto and made a part hereof for all purposes.

WHEREAS, after Aquatech's acquisition of the Property, Aquatech was acquired by Reddy Ice, such that Aquatech became a wholly-owned subsidiary of Reddy Ice.

WHEREAS, the Alabama Articles of Merger of AQUATECH OF BIRMINGHAM, INC. (an Alabama corporation) with and into REDDY ICE CORPORATION (a Nevada corporation), in the form attached hereto as Exhibit B and made a part hereof for all purposes, were signed and filed with the Secretary of State on or about the date of this Notice.

NOW THEREFORE, this Notice is provided to confirm that Reddy Ice is the successor-in-interest to Aquatech's interest in the Property pursuant to the above-described transactions.

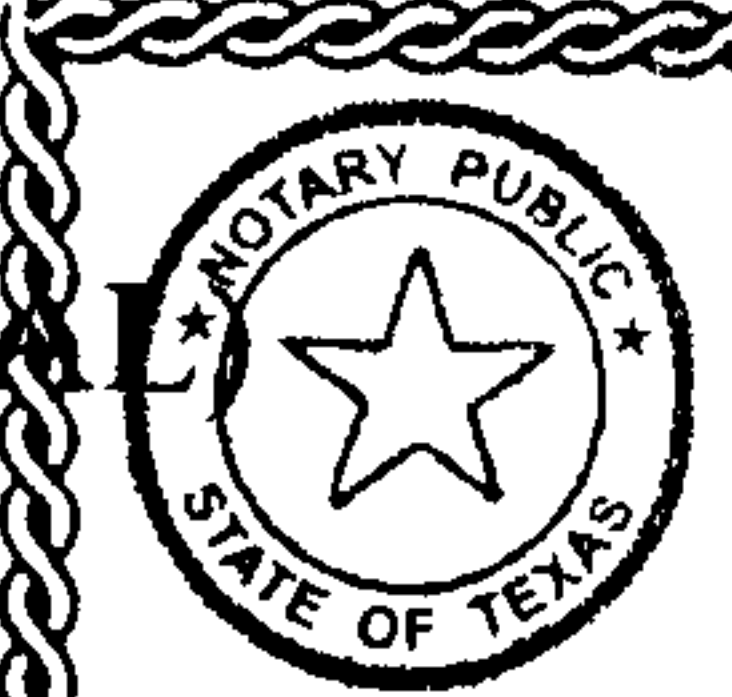
Reddy Ice:

REDDY ICE CORPORATION,
a Nevada corporation

By: [Signature]
Name: STEVEN J. JANUSEK
Title: CHIEF FINANCIAL OFFICER

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on February 23, 2007, by STEVEN J. JANUSEK C.F.O., of REDDY ICE CORPORATION, a Nevada corporation, on behalf of said corporation.

(SEAL)  SUZANNE KNAPP
Notary Public, State of Texas
My Comm. Expires 04-28-2008

[Signature]
Notary Public

**EXHIBIT A
TO
NOTICE OF MERGER**


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Description of the Property

All of Lots 3 and 4, according to the Survey of Ralph Tulley Industrial Park, as recorded in Map Book 5, page 67, in the Office of the Judge of Probate of Shelby County, Alabama.

[Remainder of Page Intentionally Left Blank]



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**EXHIBIT B
TO
NOTICE OF MERGER**

Articles of Merger

[See Attached]

ALABAMA ARTICLES OF MERGER
of
AQUATECH OF BIRMINGHAM, INC.
(an Alabama corporation)
with and into
REDDY ICE CORPORATION
(a Nevada corporation)


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TO THE SECRETARY OF STATE OF THE STATE OF ALABAMA:

Pursuant to the provisions of Article 11 of the Alabama Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger.

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Aquatech of Birmingham, Inc. (" <u>Aquatech</u> ")	Alabama
Reddy Ice Corporation (" <u>Reddy Ice</u> ")	Nevada

The name of the surviving entity is Reddy Ice Corporation. Aquatech is a wholly-owned subsidiary of Reddy Ice.

SECOND: Each issued share of Aquatech immediately prior to the effective date of the merger shall, at the effective time and date of the merger, be canceled and cease to exist. The issued shares of Reddy Ice shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of Reddy Ice.

THIRD: An Agreement and Plan of Merger merging Aquatech with and into Reddy Ice was delivered by Reddy Ice to each shareholder of Aquatech and was adopted by such constituent entity.

FOURTH: The Agreement and Plan of Merger was submitted to the sole shareholder of Aquatech and such Agreement and Plan of Merger was approved by written consent of its sole shareholder. The Agreement and Plan of Merger was submitted to the sole shareholder of Reddy Ice and such Agreement and Plan of Merger was approved by written consent of its sole shareholder.

FIFTH: The Articles of Incorporation of Reddy Ice shall remain the Articles of Incorporation of the surviving corporation after the merger.

SIXTH: The complete and executed Agreement and Plan of Merger is on file at the place of business of Reddy Ice located at 8750 North Central Expressway, Suite 1800, Dallas, Texas 75231, and a copy of the Agreement and Plan of Merger will be furnished by Reddy Ice on request and without cost to any owner of any entity which is a party to this merger.


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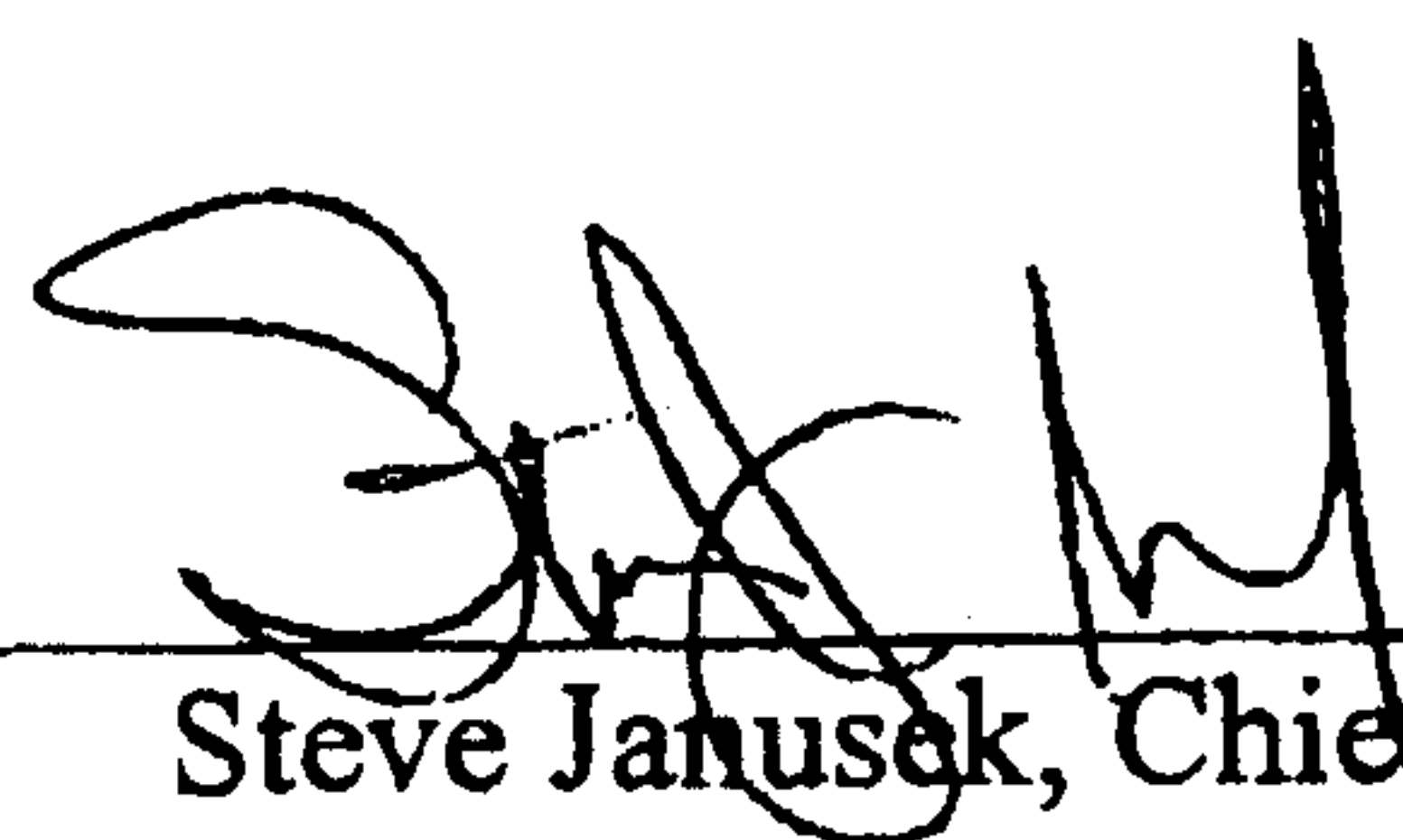
SEVENTH: Reddy Ice, as the surviving entity, consents to service of process on it by registered mail addressed to Reddy Ice c/o its Registered Agent, Capitol Corporate Services, Inc., 202 S. Minnesota Street, Carson City, Nevada 89703.

[SIGNATURE PAGE FOLLOWS]

These Articles of Merger are hereby executed by the undersigned this 21st day of February, 2007.

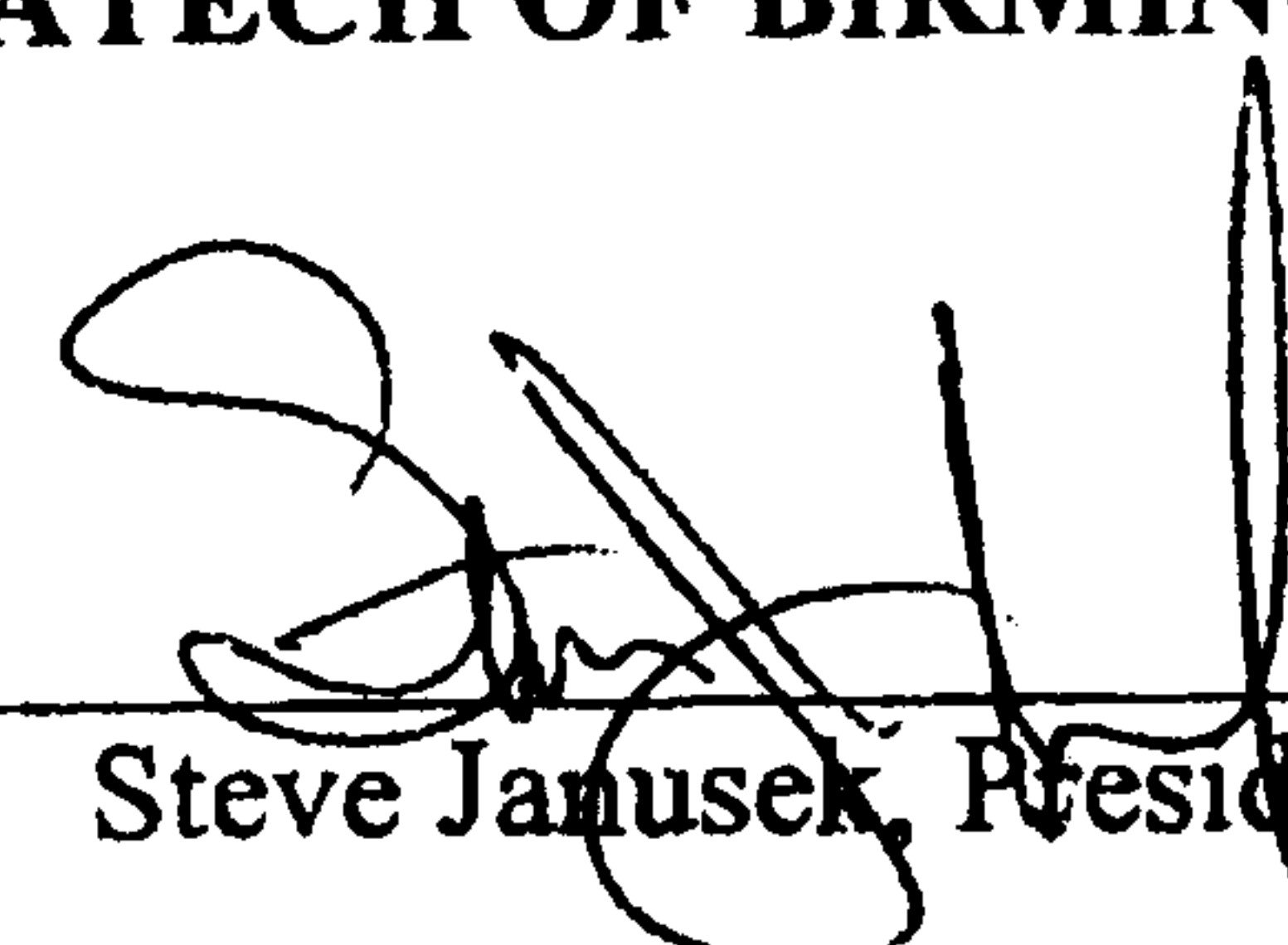
REDDY ICE CORPORATION

By: _____


Steve Janusek, Chief Financial Officer

AQUATECH OF BIRMINGHAM, INC.

By: _____


Steve Janusek, President


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