

196169

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
SUNAIR SERVICES CORPORATION**

Certificate of Status	0
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**ARTICLES OF MERGER OF
BUYER ACQUISITION COMPANY, INC.
WITH AND INTO
SUNAIR SERVICES CORPORATION**

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes:

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Sunair Services Corporation	Florida	196169

SECOND: The exact name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Buyer Acquisition Company, Inc.	Florida	P09000080259

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on:

the date these Articles of Merger are filed with the Florida Department of State
OR

(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.)

FIFTH: Adoption of Merger by surviving corporation.

the Plan of Merger was adopted by the shareholders of the surviving corporation on December 14, 2009.

OR
 the Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation.

the Plan of Merger was adopted by the shareholders of the merging corporation on December 14, 2009.

OR
 the Plan of Merger was adopted by the board of directors of the merging corporation on _____ and shareholder approval was not required.

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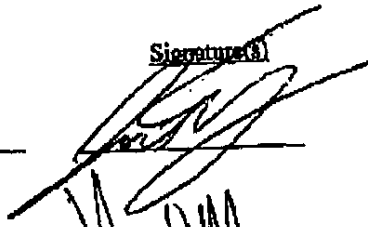
SEVENTH: Signatures for each corporation

Name of Entity

Signature(s)

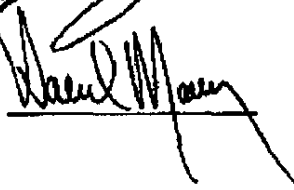
Typed or Printed Name and Title of Individual

Sunair Services Corporation



Jack L. Ruff
President and Chief
Executive Officer

Buyer Acquisition Company, Inc.



Harvey L. Massey
Chief Executive Officer

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sunair Services Corporation	Florida

SECOND: The exact name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Buyer Acquisition Company, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

The merging corporation shall be merged with and into the surviving corporation, and the separate existence of the merging corporation shall cease as of the effective date of this Plan of Merger. The surviving corporation shall retain the name of "SUNAIR SERVICES CORPORATION" after the merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of the merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

Articles of Incorporation

Restated articles of incorporation of the surviving corporation are attached.

Bylaws

The Bylaws of the surviving corporation, as amended and restated as of the execution date of the Articles of Merger, shall, after the merger, continue to be the Bylaws of the surviving corporation until duly amended in accordance with law.

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Directors

The persons who are the directors of the surviving corporation immediately prior to the merger hereunder shall, after the merger, resign or be removed, and the following individual shall serve as the sole director of the surviving corporation, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving corporation and the laws of the State of Florida:

Harvey L. Massey
315 Groveland Street
Orlando, FL 32804

Officers

The persons who are the officers of the surviving corporation immediately prior to the merger hereunder shall, after the merger, resign or be removed, and new officers shall be elected as follows:

<u>Name</u>	<u>Office</u>
Harvey L. Massey	Chairman and Chief Executive Officer
Anthony L. Massey	President and Chief Operating Officer
Gwyn Elias	Vice-President, Chief Financial Officer
Barbara A. Corino	Vice-President, Corporate Secretary
Jean Nowry	Vice-President
Ed Dougherty	Vice-President

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the merging corporation into interest, shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the merging corporation into the interests, shares, obligations or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging corporation or the shareholders of the surviving corporation, all of the issued and outstanding certificates representing shares of stock in the surviving corporation shall be cancelled. Certificates representing ownership of shares of stock in the merging corporation shall be converted into the same number of shares of the surviving corporation.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNAIR SERVICES CORPORATION**

Florida Document Number: 196169

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following [check all that apply]:

Amending name. The new name of this Corporation is:

(The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A.")

Amending principal office or mailing address:

New principal office address [must be a street address]:

315 Groveland Street
(Enter street address)
Orlando, FL 32804
(City) (State) (Zip Code)

New mailing address [may be a post office box]:

315 Groveland Street
(Enter street address)
Orlando, FL 32804
(City) (State) (Zip Code)

Amending registered agent and/or registered office address:

Name of New Registered Agent: William R. Lowman, Jr.
(must sign below)

New Registered Office Address:

1000 Legion Place, Suite 1700
(Enter Florida street address)
Orlando, Florida 32801
(City) (Zip Code)

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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.



Signature of New Registered Agent

- Amending the Officers and/or Directors of record:**
(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove

- Amending Other Information:**
(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

The Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is **SUNAIR SERVICES CORPORATION.**

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**ARTICLE II
SHARES**

The authorized capital stock of the Corporation shall consist of 10,000 shares of common stock, par value \$0.01 per share. Each share of the Corporation's common stock shall have the same rights and preferences as each other share of the Corporation's common stock.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is as follows:

315 Groveland Street
Orlando, FL 32804

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is as follows:

315 Groveland Street
Orlando, FL 32804

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the Registered Office of the corporation and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

**ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS**

The number of Directors constituting the Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but in no event shall the number of Directors be less than one (1).

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**ARTICLE VII
INDEMNIFICATION**

To the fullest extent permitted by law, the corporation shall indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or any predecessor to the corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the corporation or any predecessor to the corporation.

Neither any amendment or repeal of any this ARTICLE VII, nor the adoption of any provision inconsistent with this ARTICLE VII, shall eliminate or reduce the effect of this ARTICLE VII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Adoption of Amendment(s):

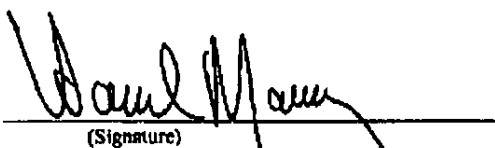
The Amendment(s) was/were adopted by:

- the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- the board of directors without shareholder action. Shareholder action was not required.
- the incorporators without shareholder action. Shareholder action was not required.

The date of adoption for each amendment: December 14, 2009

Effective date if different than the date of filing: _____
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

Dated: December 16, 2009



(Signature)

Harvey L. Massey

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

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