

563187

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FILE NUMBER
2067-1

VIA FEDERAL EXPRESS

May 8, 2000

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32396

Re: Service Pro, Inc.
Document # 563187 (4)

Ladies and gentlemen:

Enclosed is an original executed copy of the Amended and Restated Articles of Merger for Service Pro, Inc. for filing with the Secretary of State on the date received. Please note that, due to the merger, Service Pro, Inc. ceased existence. Please mark your records accordingly.

Because only one Florida corporation is involved in this merger, I understand the filing fee to be \$35.00. Please also provide a certificate of status for \$8.75 verifying the merged status of the corporation after the Articles are filed. A check in the amount of \$43.75 to cover these fees is enclosed.

Sincerely yours,

Scott Golden
E/SCOTT GOLDEN

ESG:eg
Enclosures

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-05/09/00--01132--002
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FILED
JUN -9 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/30/00--01133--018
*****35.00 *****35.00

Scott Golden
AUTHORIZATION BY *PLATE*
CORRECT *name in hearing*
DATE *6-9*
BY *KRB*

Art of Merger
Merger
KRB
eg
HS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

E. SCOTT GOLDEN, ATTY.
644 SE 4TH AVENUE
FORT LAUDERDALE, FL 33301

SUBJECT: SERVICE PRO, INC.
Ref. Number: 563187

We have received your document for SERVICE PRO, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

THERE IS NO PROVISION IN FLORIDA LAW TO FILE AMENDED AND RESTATED ARTICLES OF MERGER. PLEASE RETITLE BOTH THE ARTICLES AND THE PLAN. THEY SHOULD BE ENTITLED "ARTICLES OF MERGER" AND "PLAN OF MERGER".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 700A00029188

ARTICLES OF MERGER
Merger Sheet

MERGING:

SERVICE PRO, INC., a Florida corporation, document number 563187

INTO

FILMS-R-US OF NORTH CAROLINA, INC.. corporation not qualified in Florida

File date: June 9, 2000

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
OF
SERVICE PRO, INC.
INTO**

FILMS-R-US OF NORTH CAROLINA, INC.

FILED
00 JUN -9 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the *Florida Statutes*, the undersigned corporations, Films-R-US of North Carolina, Inc., a Florida corporation, and Service Pro, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Service Pro, Inc. into Films-R-US of North Carolina, Inc.

1. **Plan of Merger.** The Plan of Merger setting forth the terms and conditions of the merger of Service Pro, Inc. into Films-R-US of North Carolina, Inc. is attached to these articles as an exhibit and incorporated herein by reference.

2. **Address.** The address of Films-R-US of North Carolina, Inc. is 155 Silo Acres Drive, Waynesville, North Carolina 28786.

3. **Adoption of Plan by Surviving Corporation.** There are one hundred shares of common stock, each of \$1.00 par value, of Films-R-US of North Carolina, Inc. issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger, and no shares were voted against the Plan of Merger, at a special meeting of the shareholders of Films-R-US of North Carolina, Inc. held on March 14, 2000.

4. **Adoption of Plan by Non-Surviving Corporation.** The Plan of Merger was approved by Service Pro, Inc. in accordance with Section 607.1107 and other applicable provisions of Chapter 607 of the *Florida Statutes*. There are twenty-one shares of common stock, each of \$1.00 par value, of Service Pro, Inc. issued and outstanding that were entitled to vote on the Plan of Merger. Twenty-one shares were voted in favor of the Plan of Merger, and no shares were voted against the Plan of Merger, at a special meeting of the shareholders of Service Pro, Inc. held on March 14, 2000.

5. **Effective Date.** The effective date of the merger is April 1, 2000.

6. **Appointment of Agent for Service of Process.** Films-R-US of North Carolina, Inc. appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Service Pro, Inc.

7. **Payment to Dissenting Shareholders.** Films-R-US of North Carolina, Inc. has agreed to pay promptly to any dissenting shareholders of Service Pro, Inc. any amount to which they are entitled under Section 607.1302 of the *Florida Statutes*.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of April 26, 15, 2000.

WITNESS Dan Miller
DAN MILLER

FILMS-R-US OF NORTH CAROLINA, INC.

By: Steve Maiberger
Steve Maiberger, President

WITNESS Dan Miller
DAN MILLER

SERVICE PRO, INC.

By: Steve Maiberger
Steve Maiberger, President

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PLAN OF MERGER

THIS PLAN OF MERGER dated as of the 1st day of May, 2000, is between Films-R-Us of North Carolina, Inc., a North Carolina corporation, hereinafter called the Surviving Corporation, and Service Pro, Inc., a Florida corporation, hereinafter called the Absorbed Corporation.

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of North Carolina, with its principal office at 185 Silo Acres Drive, Waynesville, North Carolina 28786, and is qualified to transact business in the State of North Carolina;

WHEREAS, Surviving Corporation has a capitalization of One Thousand (1000) authorized shares of One Dollar (\$1.00) par value common stock, of which One Hundred (100) shares are issued and outstanding;

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 185 Silo Acres Drive, Waynesville, North Carolina 28786, and is qualified to do business as a corporation in both the State of Florida and the State of North Carolina;

WHEREAS, Absorbed Corporation has a capitalization of One Thousand (1,000) authorized shares of One Dollar (\$1.00) par value common stock of which Twenty-one (21) shares are issued and outstanding;

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Absorbed Corporation merge into Surviving Corporation pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida General Corporation Act and applicable North Carolina law in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants and provisions, and subject to the terms and conditions, hereinafter set forth, the constituent corporations agree as follows:

1. **Merger.** Service Pro, Inc., the Absorbed Corporation, shall merge with and into Films-R-Us of North Carolina, Inc., the Surviving Corporation, which shall be the surviving

corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all rights, real, personal, and mixed, of the Absorbed Corporation, without the necessity for separate transfer. The Surviving Corporation shall Thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

3.1. The eleven (11) shares of the One Dollar (\$1.00) par value common stock of Absorbed Corporation issued and outstanding to the Trustee of the Alice Hansell Maiberger Revocable Trust dated June 13, 1997, on the effective date of the merger shall be converted into fifty-one (51) shares of the One Dollar (\$1.00) par value common stock of Surviving Corporation, each of which shares of the common stock of the Surviving Corporation shall thereupon be issued and outstanding. The ten (10) shares of the One Dollar (\$1.00) par value common stock of Absorbed Corporation issued and outstanding to the Trustee of the Stephen Patrick Maiberger Revocable Trust dated June 13, 1997, on the effective date of the merger shall be converted into forty-nine (49) shares of the One Dollar (\$1.00) par value common stock of Surviving Corporation, each of which shares of the common stock of the Surviving Corporation shall thereupon be issued and outstanding.

3.2. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole

shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

3.3. Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the Surviving Corporation.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of North Carolina to consummate this merger.

8. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the state of incorporation of each of such corporations at meetings to be held on or before March 31, 2000, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. **Effective Date of Merger.** The effective date of this merger shall be May 1, 2000.

10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the

board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

10.1. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before April 30, 2000, or

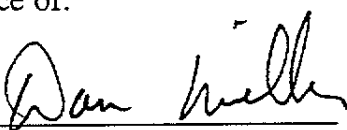
10.2 If, in the judgment of the board of directors of either the Surviving Corporation or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of North Carolina.

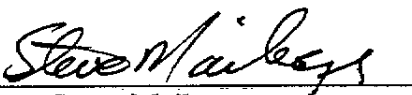
11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

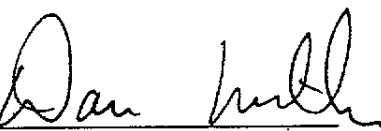
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Signed and sealed as to all signers
in the presence of:

SERVICE PRO, INC.

Signature: 
Printed name: DAN MILLER

By: 
Steve Maiberger
President and Secretary

Signature: 
Printed name: DAN MILLER

FILMS-R-US OF NORTH CAROLINA, INC.

By: 
Steve Maiberger
President and Secretary

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