

ACCOUNT FILING COVER SHEET

000002532210--8

ACCOUNT NUMBER: FCA000000009

REFERENCE:
(Sub Account) _____

DATE: 05/21/98 merger & name change

REQUESTOR NAME: INTERNATIONAL RESEARCH BUREAU, INC.

ADDRESS: POST OFFICE BOX 14189
TALLAHASSEE, FL 32317

TELEPHONE: (____) (____) ext (____)

CORPORATION NAME: Industrial Building Services, Inc.

DOCUMENT NUMBER:
(if applicable) _____

AUTHORIZATION: Mb Jc
3 CERTIFIED COPY (1-9)
CERTIFICATE OF STATUS (1-9)
PLAIN STAMPED COPY

- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

RECEIVED
98 MAY 21 PM 3:10
DEPARTMENT OF REVENUE
TALLAHASSEE, FL 32317

FILED
98 MAY 21 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FL 32317

FILED BY ART. of Merger

POOL
5/22/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

INDUSTRIAL AIR CONDITIONING & REFRIGERATION OF CENTRAL
FLORIDA, INC., a Florida corporation S19978

INDUSTRIAL BUILDING SERVICES, INC., a Florida corporation P94000003522

INDUSTRIAL AIR CONDITIONING AND REFRIGERATION OF SOUTH
FLORIDA, INC., a Florida corporation P94000002580

INTO

INDUSTRIAL AIR CONDITIONING & REFRIGERATION, INC. which changed its
name to

INDUSTRIAL BUILDING SERVICES, INC., a Florida corporation, F61805

File date: May 21, 1998

Corporate Specialist: Annette Hogan

Account number: FCA000000009

Account charged: 297.50

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER OF
INDUSTRIAL AIR CONDITIONING & REFRIGERATION
OF CENTRAL FLORIDA, INC.,
INDUSTRIAL BUILDING SERVICES, INC., AND
INDUSTRIAL AIR CONDITIONING & REFRIGERATION
OF SOUTH FLORIDA, INC.
WITH AND INTO
INDUSTRIAL AIR CONDITIONING & REFRIGERATION, INC.
AND
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

FILED
98 MAY 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with section 607.1101 of the Florida Business Corporation Act Industrial Air Conditioning & Refrigeration of Central Florida, Inc., a Florida corporation ("Central"), Industrial Building Services, Inc., a Florida corporation ("Building"), Industrial Air Conditioning & Refrigeration of South Florida, Inc., a Florida corporation ("South") and Industrial Air Conditioning & Refrigeration, Inc., a Florida corporation ("IAC"), jointly referred to hereinafter as the merging corporations, hereby adopt the following Articles of Merger.

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

A. On May 1, 1998, Central, Building and South shall be merged with and into IAC in accordance with the Florida Business Corporation Act. After such Merger, IAC will be the Surviving Corporation and the separate existence and identity of Central, Building and South shall cease to exist, and additionally IAC will change its name to Industrial Building Services, Inc. ("IBS") as set forth below.

B. After the Merger:

1. IAC shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Central, Building and South.
2. All and singular, the rights, privileges, powers, and franchises of Central, Building and South, and all property, real, personal, and mixed, and all debts due to Central, Building and South on whatever account, as well for stock subscriptions and all other things in action or belonging to Central, Building and South, shall be vested in IAC without further act or deed:
3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of IAC as they were of Central, Building and South, and the title to any real estate vested by deed or

otherwise, under the laws of Florida or any other jurisdiction, in Central, Building and South, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Central, Building and South shall be preserved unimpaired, and all debts, liabilities, and duties of Central, Building and South shall thenceforth attach to IAC and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

C. On the date of the Merger, each share of Central Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of IAC Common Stock, and outstanding certificates representing shares of Central Common Stock shall thereafter represent shares of IAC Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of IAC.

D. On the date of the Merger, each share of Building Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of IAC Common Stock, and outstanding certificates representing shares of Building Common Stock shall thereafter represent shares of IAC Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of IAC.

E. On the date of the Merger, each share of South Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of IAC Common Stock, and outstanding certificates representing shares of South Common Stock shall thereafter represent shares of IAC Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of IAC.

ARTICLE II

The Articles of Incorporation of IAC as in effect on the date of Merger shall from and after the Merger be amended. The Articles of Incorporation of IAC pursuant to Section 607.1006, Florida Business Corporation Act, adopts the following as an amendment to its articles of incorporation:

Change the name of the corporation to:
Industrial Building Services, Inc.

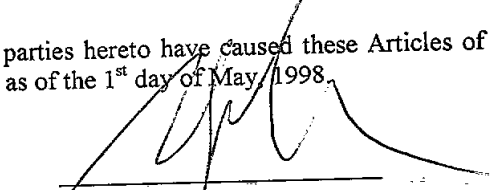
ARTICLE III

The Plan of Merger was approved and adopted by the shareholders of Central, Building, South and IAC in accordance with section 607.1101 of the Florida Business Corporation Act on May 1, 1998.

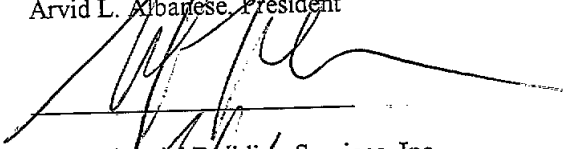
ARTICLE IV

The amendment to the articles of incorporation was adopted by the shareholders of IAC on May 1, 1998.

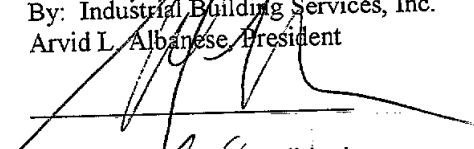
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger and Article of Name Change to be executed as of the 1st day of May, 1998.



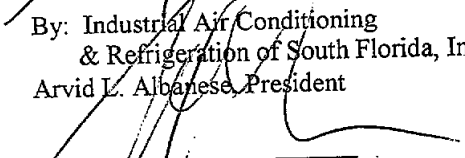
By: Industrial Air Conditioning
& Refrigeration of Central Florida, Inc.
Arvid L. Albanese, President



By: Industrial Building Services, Inc.
Arvid L. Albanese, President



By: Industrial Air Conditioning
& Refrigeration of South Florida, Inc.
Arvid L. Albanese, President



By: Industrial Air Conditioning
& Refrigeration, Inc.
Arvid L. Albanese, President

