

1741017

Florida Department of State
Division of Corporations
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12-18-09

MERGER OR SHARE EXCHANGE
MASSEY SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Massey
12 mos

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EFFECTIVE DATE
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ARTICLES OF MERGER OF
MIDDLETON PEST CONTROL, INC.
WITH AND INTO
MASSEY SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1104, 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>
Massey Services, Inc.	Florida	H41017

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Middleton Pest Control, Inc.	Florida	552357

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
- December 18, 2009
(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 _____
- OR
- the Plan of Merger was adopted by the board of directors of the surviving corporation on December 16, 2009 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 corporations on _____
- OR
- the Plan of Merger was adopted by the board of directors of the merging corporations on December 16, 2009 and shareholder approval was not required.

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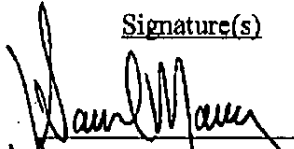
SEVENTH: Signatures for each corporation

Name of Entity

Signature(s)

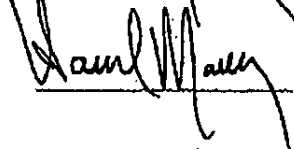
Typed or Printed Name and Title of Individual

Massey Services, Inc.



Harvey L. Massey
President

Middleton Pest Control, Inc.



Harvey L. Massey
President

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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>
Massey Services, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Middleton Pest Control, Inc.	Florida

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

The merging corporations shall be merged with and into the surviving corporation, and the separate existence of each merging corporation shall cease as of the effective date of this Plan of Merger. The surviving corporation shall retain the name of "MASSEY SERVICES, INC." 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 each merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of each 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.

The Articles of Incorporation and the Bylaws of the surviving corporation shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, 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 party or the shareholders of the surviving party, all of the issued and outstanding certificates representing shares of stock in merging party shall be cancelled. Certificates representing ownership of shares of stock in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: The shareholders of the merging corporation, who, except for the applicability of Section 607.1104, Florida Statute, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statute, may be entitled, if they company with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares.