

T03000000473

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LYNNE R. WILSON
PAIGE HAMMOND WOLPERT

January 15, 2010

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Recordation of "Articles of Merger" as Assignment of Rights of
Florida Trademark Registrations

Dear Sir or Madam:

Please find attached a certified copy of the Articles of Merger, filed on December 16, 2009, whereby all rights in the Florida trademark registrations owned by Middleton Pest Control, Inc. were vested in Massey Services, Inc. pursuant to 607.1106(1)(b), F.S.A.

We ask that you please record this certified copy of the Articles of Merger and issue new certificates in the name of Massey Services, Inc. as owner for the following Florida trademark registrations:

1. "Leap," word mark, protected by Florida Registration No. T00000000936, covering 1 classification;
2. Sitting frog on lily pad, design mark, protected by Florida Registration No. T03000000175, covering 1 classification;
3. "Middleton's Once a Year Plus" and "Once a Year," word and design mark, protected by Florida Trademark Registration No. T03000000338, covering 1 classification;
4. "Middleton Pest Control" word mark, protected by Florida Registration No. T03000000473, covering 1 classification.
5. Smiling frog, design mark, protected by Florida Registration No. T04000001366, covering 1 classification.
6. "Design of Two Cartoon Character Scientist Wearing Glasses and Carrying a Magnifying Glass and Notebook," protected by Florida Registration No. T05000001031, covering 1 classification.
7. "Four Seasons Lawn & Pest Control," word and design mark, protected by Florida Registration No. T05000001157, covering 1 classification.

We have also enclosed a check in the amount of \$350.00 payable to the Florida Department of State to cover the filing fees.

Registration Section
Division of Corporations
January 15, 2010
Page 2 of 10

Please return all correspondence concerning this matter, including the new Certificates of Registration reflecting Massey Services, Inc. as the owner, to my attention. If you have any questions, please call me at the phone number indicated on the bottom of the first page.

Yours truly,

A handwritten signature in dark ink, appearing to read "Frances H. Merritt", with a long, sweeping horizontal line extending to the right.

Frances H. Merritt

FHM:ldrc
Enclosures



SHUFFIELD

ATTORNEYS AND ADVISORS

MAIA R. ALBRECHT
JAMES F. BASQUE
JAN ALBANESE CARPENTER
D. MICHELLE CONE
JASON A. DAVIS
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February 2, 2010

VIA U.S. MAIL DELIVERY

Registration Section
Division of Corporations
Attn: Ms. Brenda Tavlock
P.O. Box 6327
Tallahassee, FL 32314

Re: Massey Services, Inc. Florida Trademark Registrations

Dear Ms. Tavlock:

Pursuant to our telephone conversation, please find attached a certified copy of the Articles of Merger, effective as of December 18, 2009, assigning all rights in the Florida trademark registrations owned by Middleton Pest Control, Inc. to Massey Services, Inc.

We ask that you please record this certified copy of the Articles of Merger and issue new certificates in the name of Massey Services, Inc. as owner for the following Florida trademark registrations:

1. "Leap," word mark, protected by Florida Registration No. T00000000936, covering 1 classification;
2. Sitting frog on lily pad, design mark, protected by Florida Registration No. T03000000175, covering 1 classification;
3. "Middleton's Once a Year Plus" and "Once a Year," word and design mark, protected by Florida Trademark Registration No. T03000000338, covering 1 classification;
4. "Middleton Pest Control" word mark, protected by Florida Registration No. T03000000473, covering 1 classification.
5. Smiling frog, design mark, protected by Florida Registration No. T04000001366, covering 1 classification.
6. "Design of Two Cartoon Character Scientist Wearing Glasses and Carrying a Magnifying Glass and Notebook," protected by Florida Registration No. T05000001031, covering 1 classification.
7. "Four Seasons Lawn & Pest Control," word and design mark, protected by Florida Registration No. T05000001157, covering 1 classification.

February 2, 2010
Page 2 of 2

We had previously sent a check in the amount of \$350.00 payable to the Florida Department of State to cover the filing fees, which we ask that you apply.

Please return all correspondence concerning this matter, including the new Certificates of Registration reflecting Massey Services, Inc. as the owner, to my attention. If you have any questions, please call me at the phone number indicated on the bottom of the first page.

Yours truly,

A handwritten signature in black ink, appearing to read "Frances H. Merritt", with a stylized flourish at the end.

Frances H. Merritt

FHM:ldrc
Enclosures


SHUFFIELDLOWMAN

ATTORNEYS AND ADVISORS

FAX COVER

SHUFFIELD, LOWMAN & WILSON, P.A.
DATE: DECEMBER 11, 2009

 MAILING ADDRESS:
 P.O. BOX 1010
 ORLANDO, FL 32802

 GATEWAY CENTER
 1000 LEGION PLACE, SUITE 1700
 ORLANDO, FL 32801

 TEL.: (407) 581-9800
 FAX: (407) 581-9801
www.shuffieldlowman.com
This Is A Confidential Communication Intended Solely For The Following Individual(s)

To:	Brenda Tadlock	FAX:	850-245-6030	Phone:	
	Florida Division of Corporations				

From: Darlene Crisler for Frances Merritt, Esq.

Re: Massey Services, Inc./Acquisition of SunAir

Pages: 8

Matter #: 01086-0003

Message:

As discussed with Frances Merritt of this office, please review the attached proposed forms to update the State's records regarding the name of the owner of the Florida marks previously titled in the name of Middleton Pest Control, Inc.

Please review the proposed form and contact Darlene Crisler at her direct line of 407-581-9764 to relay any necessary changes.

Thanks!

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 TALLAHASSEE, FLORIDA

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February 18, 2010

VIA U.S. MAIL DELIVERY

Registration Section
Division of Corporations
Attn: Ms. Brenda Tadlock
P.O. Box 6327
Tallahassee, FL 32314

Re: Massey Services, Inc. Florida Trademark Registrations

Dear Ms. Tadlock:

Pursuant to our telephone conversation, enclosed please find the seven (7) Certificates of Amendment/Assignment that are required to be filed to change the owner of record of the following Florida trademark registrations from Middleton Pest Control, Inc. to Massey Services, Inc.:

1. "Leap," word mark, protected by Florida Registration No. T00000000936, covering 1 classification;
2. Sitting frog on lily pad, design mark, protected by Florida Registration No. T03000000175, covering 1 classification;
3. "Middleton's Once a Year Plus" and "Once a Year," word and design mark, protected by Florida Trademark Registration No. T03000000338, covering 1 classification;
4. "Middleton Pest Control" word mark, protected by Florida Registration No. T03000000473, covering 1 classification.
5. Smiling frog, design mark, protected by Florida Registration No. T04000001366, covering 1 classification.
6. "Design of Two Cartoon Character Scientist Wearing Glasses and Carrying a Magnifying Glass and Notebook," protected by Florida Registration No. T05000001031, covering 1 classification.
7. "Four Seasons Lawn & Pest Control," word and design mark, protected by Florida Registration No. T05000001157, covering 1 classification.

We have previously provided to you a certified copy of the Articles of Merger, effective as of December 18, 2009, that is to be attached to each Amendment/Assignment, as well as a check in the amount of \$350.00 payable to the Florida Department of State to cover the filing fees, which we ask that you apply to these seven filings.

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2010 FEB 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Division of Corporations
February 18, 2010
Page 2 of 2

We ask that you please change the owner of record for these trademarks and issue new certificates in the name of Massey Services, Inc. as owner for these Florida trademark registrations.

Please return all correspondence concerning this matter, including the new Certificates of Registration reflecting Massey Services, Inc. as the owner, to my attention. If you have any questions, please call me at the phone number indicated above.

Yours truly,

A handwritten signature in black ink, appearing to read "Darlene Crisler". The signature is written in a cursive style with a large, looped initial "D".

Darlene Crisler
Corporate Paralegal

:ldrc
Enclosures
Cc: Jason A. Davis, Esq.

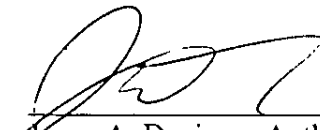
**CERTIFICATE OF AMENDMENT/ASSIGNMENT
OF A
FLORIDA TRADEMARK AND/OR SERVICE MARK REGISTRATION**

Pursuant to s. 495.081(3), Florida Statutes, the undersigned hereby submits this certificate to amend the name of the owner of record of the following Florida trademark and/or service mark registration:

11. Name of Mark: MIDDLETON PEST CONTROL
12. Registration Number: T03000000473
13. Date of Registration: April 24, 2003
14. a. Name of owner as it appears on the trademark/service mark registration:
MIDDLETON PEST CONTROL, INC., A FLA. CORP.
- d. Address of owner as it appears on the trademark/service mark registration:
1900 33RD STREET
ORLANDO FL 32839-8856
15. a. Current name of owner, as successor by merger:
MASSEY SERVICES, INC., A FLA. CORP.
(See attached articles of merger)
- d. New mailing address, if applicable:
315 GROVELAND STREET
ORLANDO FL 32804

10 FEB 23 PM 2:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signed this 11th day of February, 2010, by:



Jason A. Davis, as Authorized Representative of
MASSEY SERVICES, INC.

STATE OF FLORIDA)
COUNTY OF ORANGE)

On this 11th day of February, 2010, personally appeared before me JASON A. DAVIS.

Personally Known X OR Produced Identification
Type of Identification Produced:



L. DARLENE CRISLER
Commission # DD 846140
Expires March 28, 2013
Bonded Thru Troy Farm Insurance 800-285-7019

L. Darlene Crisler
Signature of Notary Public

L. Darlene Crisler
Name of Notary Public

EFFECTIVE DATE
12/18/09

No. 2594 P. 2
FILED

2009 DEC 17 PM 2:47

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.

((H09000259915 3)))

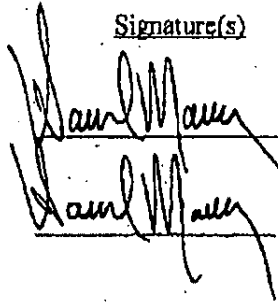
SEVENTH: Signatures for each corporation

Name of Entity

Signature(s)

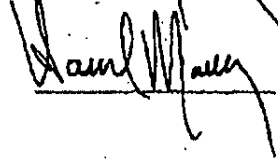
Typed or Printed Name and
Title of Individual

Massey Services, Inc.

A handwritten signature in black ink, appearing to read "Harvey L. Massey", written over a horizontal line.

Harvey L. Massey
President

Middleton Pest Control, Inc.

A second handwritten signature in black ink, identical to the one above, written over a horizontal line.

Harvey L. Massey
President

((H09000259915 3)))

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.