

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Hill York Service Corporation

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

HILL YORK SERVICE CORPORATION
Document Number 216160

Second: The name and jurisdiction of each merging corporation:

HILL YORK CORPORATION
Document Number 272308

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on April 1, 2008.

Fifth: Adoption of Merger by surviving corporation –

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 1, 2008.

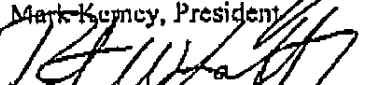
Sixth: Adoption of Merger by merging corporation:

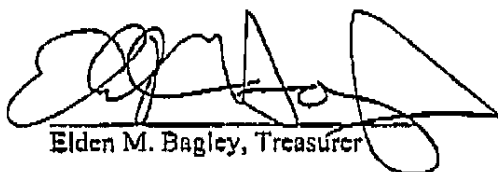
The Plan of Merger was adopted by the shareholders of the merging corporations on April 1, 2008.

Seventh: SIGNATURES FOR EACH CORPORATION

HILL YORK SERVICE CORPORATION


Mark Kenney, President


Robert W. Lufferty, CEO and Secretary



Elden M. Bagley, Treasurer




Alvin J. Bardes, Vice President




Robert S. Lafferty, Director

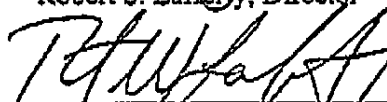
HILL YORK CORPORATION



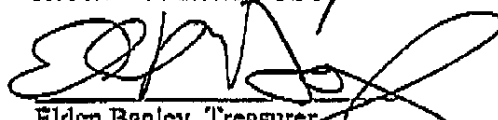
Jeff Phillabaum, President



Robert S. Lafferty, Director



Robert W. Lafferty, CEO



Elden Bagley, Treasurer



Greg Lewis, Vice President

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 name and jurisdiction of the surviving corporation:

HILL YORK SERVICE CORPORATION
Document Number 216160

Second: The name and jurisdiction of each merging corporation:

HILL YORK CORPORATION
Document Number 272308

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



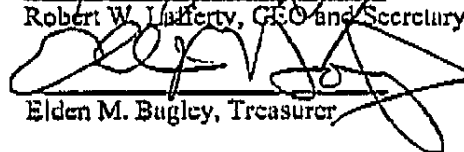
The shares of stock in each corporation will split and the shareholders interests shall be adjusted according to the Stock Equalization Plan. Hill York Service Corporation shall assume the debts and liabilities of Hill York Corporation. All assets of Hill York Corporation will be transferred to Hill York Service Corporation.


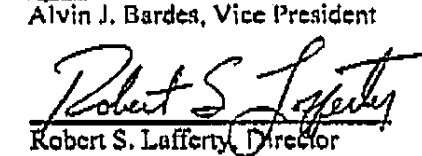
Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation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

(SEE STOCK EQUALIZATION PLAN ATTACHED)

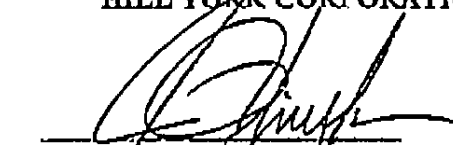
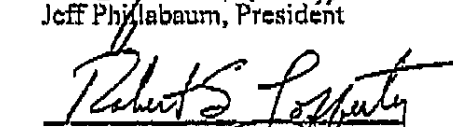

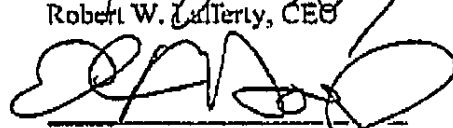
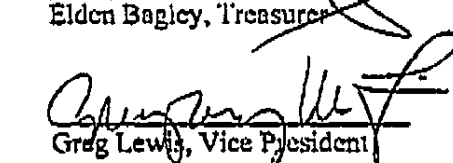
Fifth: SIGNATURES FOR EACH CORPORATION

HILL YORK SERVICE CORPORATION


Mark Keim, President

Robert W. Lafferty, CEO and Secretary

Elden M. Bagley, Treasurer


Alvin J. Bardes, Vice President

Robert S. Lafferty, Director

HILL YORK CORPORATION


Jeff Phillips, President

Robert S. Lafferty, Director

Robert W. Lafferty, CEO

Elden Bagley, Treasurer

Greg Lewis, Vice President

STOCK EQUALIZATION PLAN

The intentions of the Stock Equalization Plan is equalize the equity among the shareholders of the surviving corporation (Hill York Service Corporation) and the merging corporation (Hill York Corporation) so that each shareholder in both corporations will have the same ownership percentage interest in both corporations.

Stock Split

In order to accomplish this goal the first step in the process will be a stock split for both corporations which will occur simultaneously with the transfer of shares.

HILL YORK SERVICE CORPORATION has three hundred (300) common shares of stock authorized to be issued. HILL YORK SERVICE CORPORATION shall increase the number of authorized shares to one million (1,000,000) shares. Current shareholders will be given shares representing an exchange of one thousand (1000) shares for every one (1) share currently owned by shareholders of that corporation.

HILL YORK CORPORATION has one hundred and fifty thousand (150,000) common shares of stock authorized to be issued. HILL YORK CORPORATION shall increase the number of authorized shares to one million (1,000,000) shares. Current shareholders will be given shares representing an exchange of four (4) shares for every one (1) share currently owned by shareholders of that corporation.

HILL YORK CORPORATION owns Four thousand five (4005) shares of its own stock and those shares will be returned to the treasury.

Purchase and Sale of Shares

The last step in the stock equalization plan will be the relative purchase and sale of shares among the shareholders in both corporations. The new combined percentage of ownership interest is used to reallocate the shares of the separate corporations so that each shareholder has the same percentage of ownership in each corporation. Depending on the amount of shares each shareholder owns in the respective corporations, the shareholder will be purchasing shares and/or selling shares in each corporation that will be equivalent to each shareholders ownership interest in both corporations. All fractional shares will be rounded to whole shares. The impact of not issuing fractional shares is de minimus due to the stock split.

To illustrate what the process of equalization will look like for each shareholder, a schedule has been prepared that shows an estimated equity interest of each shareholder based on a projected equity in both corporations as of 3/31/08. This schedule is only a projection and will be substituted for the actual exchange interests after the audited financial statements are prepared for the close of the fiscal year on 3/31/08.

Each shareholder acknowledges that they have reviewed this plan and the accompanying schedule. Each shareholder understands and accepts the plan as proposed.

[INTENTIONALLY LEFT BLANK]