

375192

Florida Department of State
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Merritt Acquisition Corp.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MERRITT ISLAND AIR & HEAT, INC., a Florida corporation, 375192

INTO

MERRITT ACQUISITION CORP., a Delaware corporation not qualified in
Florida.

File date: July 31, 1998

Corporate Specialist: Darlene Connell

Account number: I19980000005

Account charged: 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MERRITT ISLAND AIR & HEAT, INC., a Florida corporation
WITH AND INTO
MERRITT ACQUISITION CORP., a Delaware corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, as amended ("FBCA"), the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA:

1. The names of the corporations which are parties to the merger are Merritt Island Air & Heat, Inc., a Florida corporation, and Merritt Acquisition Corp., a Delaware corporation. The surviving corporation following the merger is Merritt Acquisition Corp., a Delaware corporation.
2. The Plan of Merger providing for the merger of Merritt Island Air & Heat, Inc., a Florida corporation, with and into Merritt Acquisition Corp., a Delaware corporation, is attached hereto as *Exhibit A* and is incorporated into these Articles of Merger for all purposes.
3. As to Merritt Island Air & Heat, Inc., a Florida corporation, the Plan of Merger was adopted by its shareholders on July 31, 1998.
4. As to Merritt Acquisition Corp., a Delaware corporation, the Plan of Merger was adopted by its shareholders on July 31, 1998.
5. The Plan of Merger is set forth on *Exhibit A* hereto and contains statements as to the manner in which any exchange, classification or cancellation of issued shares effected by the merger.
6. In accordance with Section 607.1107(2)(a) of the FBCA, the surviving corporation appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of the dissenting shareholders of Merritt Island Air & Heat, Inc. and the surviving corporation agrees that it will promptly pay to the dissenting shareholders of Merritt Island Air & Heat, Inc. any amount to which such shareholders are entitled under Section 607.1302 of the FBCA.

Prepared by: Anne V. Vaughan, Esquire
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Fax Audit No.: H98000014240 9

JUL 31 '98 12:47 FROM CHAMBERLAIN HRDLICKA

PAGE.003


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Dated: July 31, 1998.

MERRITT ISLAND AIR & HEAT, INC.
a Florida corporation

By: 
Allen V. Deibert, President

MERRITT ACQUISITION CORP.
a Delaware corporation

By: 
Name: Dennis J. Velt
Title: Vice President - Acquisitions

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Fax Audit NO.: H98000014240 9

JUL 31 '98 12:47 FROM CHAMBERLAIN HRDLICKA

PAGE.004

Fax Audit No.: H98000014240 9

EXHIBIT A

Plan of Merger

Fax Audit No.: H98000014240 9

Fax Audit No: H98000014240 9

PLAN OF MERGER

This Plan of Merger ("Plan") provides for the merger of Merritt Island Air & Heat, Inc., a Florida corporation (the "Company"), with and into Merritt Acquisition Corp., a Delaware corporation ("Merger Sub"), (the "Merger") in accordance with the Florida Business Corporation Act and Delaware General Corporation Law, as appropriate and is a constituent part of the Articles of Merger to be filed with the Department of State of the State of Florida to effect the Merger.

1. The Merger. Subject to the terms and conditions hereof, and in accordance with the Florida Business Corporation Act and Delaware General Corporation Law (the "Applicable Corporate Law") upon the Effective Time (as defined in Section 2), the Company shall be merged with and into Merger Sub. Merger Sub, as the surviving entity following the Merger, is sometimes referred to in this Agreement as the "Surviving Corporation."

2. Effective Time of the Merger. In accordance with the requirements of applicable law, as appropriate, a Certificate Merger under Applicable Corporate Law and Articles of Merger under the Florida Business Corporation shall be prepared, executed and submitted for filing with the Secretary of State of Delaware and the Department of State of the State of Florida as soon as practicable following the closing of the Merger. The date of filing the Certificate of Merger with the Delaware Secretary of State is referred to in this Plan as the "Effective Time."

3. Effects of the Merger.

3.1 At the Effective Time. At the Effective Time, (i) the Company shall merge with and into Merger Sub and as a result thereof, the separate existence of the Company shall cease, (ii) the Articles of Incorporation of Merger Sub, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation of Merger Sub shall be amended to provide that the name of the Surviving Corporation shall be changed to "Merritt Island Air & Heat, Inc.," as provided in Exhibit 1.4.1, (iii) the Bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, and (iv) the directors and officers of Merger Sub immediately prior to the Effective Time shall become the directors and officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected or appointed, as the case may be.

3.2 Effects on the Surviving Corporation. As of and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature previously belonging to the Company and Merger Sub; and all property (real, personal and mixed), and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the Company and Merger Sub shall be transferred to, and vested in, the Surviving Corporation without further act or deed; and all such property, rights and privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Company and Merger Sub; and the title to any real estate, or interest therein, whether by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Company and Merger Sub, and any claim existing, or action or proceeding pending, by or against the Company or Merger Sub may be prosecuted against the Surviving Corporation. Neither the rights of creditors nor any liens upon the property of the Company or Merger Sub shall be impaired by the Merger, and all debts, liabilities and duties of each of the Company and Merger Sub shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it, all in accordance with Section 607.1106 *et seq.*, of the Applicable Corporate Law and the terms of this Plan.

4. Conversion of Stock. As of the Effective Time, by virtue of the Merger and without further action on the part of any holder of shares of Company Common Stock or any holder of shares of capital stock of Merger Sub:

Fax Audit No: H98000014240 9

Fax Audit No. : H980000142409

4.1 Merger Sub Capital Stock. Each share of capital stock of Merger Sub issued and outstanding at the Effective Time shall remain outstanding and shall be unchanged at and after the Merger and immediately following the Effective Time shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

4.2 Cancellation of the Company Treasury Stock. All shares of Company Common Stock that are owned by the Company or any of its subsidiaries as treasury stock shall be canceled and retired and shall cease to exist and no stock of the Parent or other consideration shall be delivered in exchange therefor.

4.3 Merger Consideration. As a result of the Merger each issued and outstanding share of Common Stock, \$100 par value per share, of the Company ("Company Common Stock") will be converted into the right to receive certain shares of common stock, \$.001 par value per share, of the Parent ("Parent Common Stock"), and certain cash consideration, all as provided in that certain Agreement and Plan of Merger dated as of July 31, 1998 (the "Agreement"), by and among Group Maintenance America Corp., a Texas corporation (the "Parent"), Merger Sub, the Company and the holders of all the outstanding capital Stock of the Company (the "Shareholders") (the "Final Merger Consideration"). The shares of Company Common Stock so converted into the right to receive the merger consideration (each a "Converted Share") shall, by virtue of the Merger and without any action on the part of the holder thereof, at the Effective Time no longer be outstanding and shall at such time be canceled and retired and shall cease at such time to exist, and each holder of Converted Shares shall thereafter cease to have any rights with respect to such Converted Shares, except, upon the surrender of the certificates representing such Converted Shares and a duly executed and completed letter of transmittal in accordance with Section 5.1, the right to receive the Final Merger Consideration at the times and in the manner set forth herein and the Agreement.

5. Exchange of and Payment for Stock.

5.1 Delivery of Company Common Stock and Closing Merger Consideration. Prior to the Closing, the Parent will deliver to each of the Shareholders a letter of transmittal to be used for the purpose of surrendering to the Parent the Stock Certificates in exchange for the right to receive the Final Merger Consideration with respect to all of the Converted Shares evidenced by such Stock Certificates. All of the Company Common Stock held by the Shareholder will be surrendered by such Shareholder to the Parent together with properly completed and executed letter of transmittal (with such signature guaranteed by a commercial bank or notarized by a notary public or similar official reasonably satisfactory to the Parent), and the Parent shall cause to be delivered to the Shareholder, the Final Merger Consideration (as determined in accordance with the Agreement) applicable to the Converted Shares properly surrendered (with a properly executed and completed letter of transmittal) by such Shareholder to the Parent.

5.2 Payment in Full Satisfaction of All Rights. The delivery of the Final Merger Consideration to the Shareholders with respect to their Converted Shares shall be deemed to be payment in full satisfaction of all rights pertaining to the outstanding Converted Shares.

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