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FROM: FOLEY & LARDNER OF TAMPA
CONTACT: SHERRY LOGSDON
PHONE: (813)229-2300

ACCT#: 071344001620

FAX #: (813)221-4210

NAME: MAC-GRAY II, INC.

AUDIT NUMBER.....H97000006245

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

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FOLEY & LARDNER

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April 17, 1997

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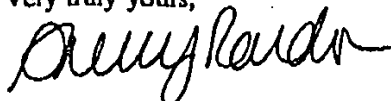
State of Florida
Department of State
Electronic Filing Section
Attn: Steve
P.O. Box 1300
Tallahassee, FL 32302-1300

Re: Articles of Merger of Mac-Gray Acquisition Corp. with and into R. Bodden
Coin-Op-Laundry, Inc.; and Articles of Merger of Sun Services of America,
Inc. with and into Mac-Gray II, Inc.

Dear Steve:

As we discussed on the telephone this morning please find attached two sets of Articles of Merger. Please hold the merger documents until I contact you by telephone today and advise that same can be filed. Please review the documents in the interim and contact the undersigned immediately if there will be any difficulty in accomplishing the filing as prepared. Thank you for your assistance in this matter.

Very truly yours,



Sherry D. Rardon
Legal Assistant

SDR

Attachments

cc: Vitauts M. Gulbis, Esq.

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ESTABLISHED 1842

A MEMBER OF GLOBALLEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STOCKHOLM, STUTTGART, AND TAIPEI

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUN SERVICES OF AMERICA, INC., a Florida corporation, 455514

INTO

MAC-GRAY II, INC., a Delaware corporation not qualified in Florida

File date: April 17, 1997

Corporate Specialist: Steven Harris

((H97000006245 9)))
ARTICLES OF MERGER

OF

SUN SERVICES OF AMERICA, INC.
(a Florida corporation)

AND

MAC-GRAY II, INC.
(a Delaware corporation)

FILED
97 APR 17 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name	State of Incorporation
Sun Services of America, Inc. (the "Company")	Florida
Mac-Gray II, Inc. ("Mac-Gray")	Delaware

SECOND: The laws of the state of Delaware, under which Mac-Gray is organized, permit such merger and Mac-Gray is in compliance with the applicable provisions of those laws.

THIRD: The Company and Mac-Gray are in compliance with the applicable provisions of Sections 607.1101 - 607.1107 F.S.

FOURTH: The Plan of Merger is as follows:

1. SUN SERVICES OF AMERICA, INC., a Florida corporation, shall be merged with and into MAC-GRAY II, INC., a Delaware corporation, which shall be the surviving corporation.

2. Each holder of a stock certificate or certificates representing outstanding shares of Common Stock of the Company immediately prior to the effective time of the merger, upon surrender of such certificates or certificates to Mac-Gray after the effective time of the merger, shall be entitled to receive, for each share of Common Stock of the Company held, a stock certificate or certificates representing a specified number of shares of Common Stock of Mac-Gray and specified amount of cash. Until so surrendered, each such stock certificate shall, by virtue of the merger, be deemed for all purposes to entitle such holder to the receipt of such shares of the Common Stock of Mac-Gray and cash.

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FIFTH: The merger shall become effective on the day that both these Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Merger has been filed with the Secretary of State of Delaware (the "Effective Date") The Effective Date shall be April 17, 1997.

SIXTH: The Agreement and Plan of Merger dated April 17, 1997 pursuant to which the Company shall be merged with and into Mac-Gray (the "Merger"), was adopted by the sole shareholder of the Company by written consent dated April 17, 1997 and by the Board of Directors of Mac-Gray by written consent dated April 17, 1997. Shareholder consent of Mac-Gray is not required.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of
the constituent corporations by their authorized officers as of April 17, 1997.

MAC-GRAY II, INC.
a Delaware corporation

By: Stewart MacDonald
Name: Stewart G. MacDonald, Jr.
Title: Chief Executive Officer

By: Patrick A. Flanagan
Name: Patrick A. Flanagan
Title: Secretary

SUN SERVICES OF AMERICA, INC.
a Florida corporation

By: Jeffrey C. Huenink
Name: Jeffrey C. Huenink
Title: President

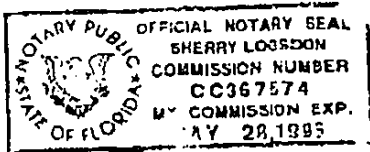
By: Colleen Huenink
Name:
Title: Secretary

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF: Hillsborough

The foregoing instrument was acknowledged before me this 17 day of April, 1997, by Jeffrey C. Huenink, as President of Sun Services of America, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification and did take an oath.



NOTARY PUBLIC:

Sign: _____

Print: _____

SHERRY O. LOGSDON

State of Florida at Large (Seal)

My Commission Expires:

((H97000006245 9)))

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 17 day of April, 1997, by Stewart G. MacDonald, Jr., as Chief Executive Officer of Mac-Gray II, Inc., a Delaware corporation, on behalf of the Corporation. He is personally known to me or has produced driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign: Susan E. Sponsta

Print: Susan E. Sponsta

(Seal)

My Commission Expires: June 27, 1997

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