

468787

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

A JANITOR'S CLOSET, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 26, 2004

A JANITOR'S CLOSET, INC.
4183 E HILLSBOROUGH AVE
TAMPA, FL 33610

SUBJECT: A JANITOR'S CLOSET, INC.
REF: 468787

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER

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

FIRST: The exact name and jurisdiction for the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>
A JANITOR'S CLOSET, INC.	Florida

Florida Document/Registration Number: 468787
FEI Number: 59-1631076

SECOND: The exact name and jurisdiction of the Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>
FIRST CHOICE CARPET CLEANING, INC.	Florida

Florida Document/Registration Number: P98000010339
FEI Number: 59-3496621

THIRD: The Plan of Merger is attached to these Articles of Merger.

FOURTH: The merger shall become effective on August 1, 2004.

FIFTH: Adoption of Merger by Surviving Corporation – The Plan of Merger was adopted by the shareholders of the surviving corporation on July 26, 2004.

SIXTH: Adoption of Merger by Merging Corporation – The Plan of Merger was adopted by the shareholders of the merging corporation on July 26, 2004.

EFFECTIVE DATE
8/1/04

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SEVENTH: SIGNATURE(S) FOR EACH CORPORATION:

A JANITOR'S CLOSET, INC.

FIRST CHOICE CARPET CLEANING, INC.

By: 
Lisa A. Robinson, President

By: 
Gregory A. Robinson, President

"Surviving Corporation"

"Merged Corporation"

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: *The exact name and jurisdiction of the Surviving Corporation:*

<u>Name</u>	<u>Jurisdiction</u>
A JANITOR'S CLOSET, INC.	Florida

SECOND: *The exact name and jurisdiction of the Merging Corporation:*

<u>Name</u>	<u>Jurisdiction</u>
FIRST CHOICE CARPET CLEANING, INC.	Florida

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

First Choice Carpet Cleaning, Inc. (the "Merging Corporation") shall merge with and into A Janitor's Closet, Inc. (the "Surviving Corporation").

At the Effective Time of the Merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger.

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:*

The shareholders of the Surviving Entity hold the outstanding capital stock of the Merged Entity equally. Accordingly, at the Effective Time of the Merger, the shares of capital stock of the Merged Entity shall be canceled and the shareholders of the Surviving Entity shall continue to own their respective interests in the Surviving Entity as before the Merger.

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FIFTH: *Other provisions relating to the Merger are as follows:*

Effective Time of Merger. The Effective Time of the Merger shall be 12:00:01 a.m., August 1, 2004.

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