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CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

Orlando - Ref Acquisition Inc.

merging into:

Orlando Refrigeration, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

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☐ Other UCC-1 / UCC-3

☐ Change of R.A.

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10-16-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ORLANDO-REF ACQUISITION INC., a Delaware corporation

INTO

**ORLANDO REFRIGERATION, INC.**, a Florida corporation, 498925

File date: October 15, 1998, effective October 16, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE  
10-16-98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**ORLANDO-REF ACQUISITION INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**ORLANDO REFRIGERATION, INC.**  
**(a Florida corporation)**

Pursuant to the provisions of Section 607 of the Florida Business Corporation Act, each of the undersigned corporations does hereby certify:

FIRST: That the name and state of incorporation of each constituent corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Orlando-Ref Acquisition, Inc.	Delaware
ORLANDO REFRIGERATION, INC.	Florida

SECOND: That the name of the surviving corporation is ORLANDO REFRIGERATION, INC.

THIRD: That the terms and conditions of the proposed merger, including the manner and basis of converting shares of each constituent corporation, are in accordance with the plan of merger attached hereto as Exhibit A (the "Plan of Merger").

FOURTH: That the Plan of Merger was unanimously approved by vote of all of the shareholders of ORLANDO REFRIGERATION, INC. on October 2, 1998, and was unanimously approved by vote of the sole stockholder of Orlando-Ref Acquisition, Inc. on October 7, 1998.

FIFTH: That the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the constituent corporations.

SIXTH: The merger shall be effective at 8:00 a.m., Atlanta, Georgia time, on October 16, 1998.

SEVENTH: As provided in the Plan of Merger, the Articles of Incorporation of the surviving corporation shall be amended as set forth below and, as so amended, those Articles

of Incorporation shall be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with applicable law:

Article III of the Articles of Incorporation of the surviving corporation is amended to read in its entirety as follows:

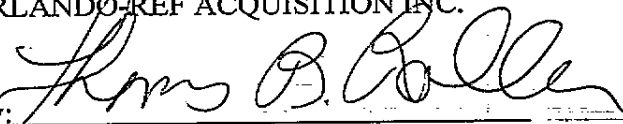
“ARTICLE III

CAPITAL STOCK


The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, having a nominal or par value of \$1.00 per share.”

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of October 11, 1998.

ORLANDO REF ACQUISITION INC.

By:   
Name: Thomas B. Roller  
Title: President

ORLANDO REFRIGERATION, INC.

By:   
Name: Andrew J. Fleming  
Title: President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**ORLANDO-REF ACQUISITION INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**ORLANDO REFRIGERATION, INC.**  
**(a Florida corporation)**

Pursuant to an Agreement and Plan of Reorganization to which Orlando-Ref Acquisition Inc. ("Orlando-Ref"), a Delaware corporation, and ORLANDO REFRIGERATION, INC. ("ORI"), a Florida corporation, are parties, Orlando-Ref shall be merged with and into ORI, with ORI being the surviving corporation (the "Surviving Corporation") as set forth below (the "Merger").

The total outstanding capital stock of Orlando-Ref consists of 1,000 shares of common stock, par value \$.001 per share. The total outstanding capital stock of ORI consists of 600 shares of common stock, par value \$1.00 per share.

The terms and conditions of the Merger and the mode of carrying the same into effect are as follows:

1. Orlando-Ref shall be merged with and into ORI, with ORI to be the Surviving Corporation. The separate existence of Orlando-Ref shall cease but the existence of ORI shall continue.
2. ORI shall possess all the rights, privileges, immunities and franchises, of Orlando-Ref. All property, real, personal and mixed, and all debts due on whatever account, and all and every other interest, of or belonging to or due to Orlando-Ref shall be taken and deemed to be transferred to and vested in ORI without further act or deed. The title to any real estate, or any interest therein, vested in Orlando-Ref, shall not revert or be in any way impaired by reason of the Merger.
3. ORI shall be responsible and liable for all the liabilities and obligations of Orlando-Ref.
4. At the effective time of the Merger, by virtue of the Merger and without any action on the part of ORI, Orlando-Ref or their respective stockholders, (i) all of the then outstanding shares of common stock, par value \$1.00 per share, of ORI will (a) convert into the right to receive, without interest, on surrender of the certificates evidencing those shares, an amount of cash and a number of whole and fractional shares of the common stock of National Refrigeration Services, Inc., a Delaware corporation and the parent of Orlando-Ref, (b) cease to be outstanding and to exist and (c)

be canceled and retired; (ii) each then outstanding share of common stock, par value \$0.001 per share, of Orlando-Ref will (a) convert into one share of common stock, par value \$1.00 per share, of ORI, and the shares of common stock of ORI issued on that conversion will constitute all the issued and outstanding shares of capital stock of ORI; (iii) the Bylaws of ORI as in effect immediately prior to the effective time of the Merger shall be the Bylaws of the Surviving Corporation; and (iv) as more fully set forth below, the Articles of Incorporation of ORI as in effect immediately prior to the effective time of the Merger shall be amended to change the Surviving Corporation's authorized shares of capital stock to 1,000 shares, par value \$1.00 per share, of common stock, and, as so amended those Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation.

5. The directors and officers of ORI immediately after the effective time of the Merger shall be as follows:

Directors:

Thomas B. Roller and C. Kent Garner.

Officers:

President ..... Thomas B. Roller  
Vice President and General Manager ..... Richard L. Starcher  
Vice President, Treasurer, Controller and Secretary ..... C. Kent Garner

and shall serve until their successors have been duly elected or appointed and qualified or their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

6. The Articles of Incorporation of the Surviving Corporation shall be amended as set forth below and, as so amended, those Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with applicable law:

Article III of the Articles of Incorporation of the surviving corporation is amended to read in its entirety as follows:

"ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, having a nominal or par value of \$1.00 per share."

- End of Exhibit A -