

515751



FILED

00 DEC 28 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 946270 7160018

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 2000

ORDER TIME : 10:38 AM

000003515850--0

ORDER NO. : 946270-010

CUSTOMER NO: 7160018

CUSTOMER: Julia Brown, Legal Assistant
Comfort Systems Usa, Inc.
777 Post Oak Boulevard
Suite 500
Houston, TX 77056

ARTICLES OF MERGER

AIR MASTERS OF TAMPA BAY, INC.

EFFECTIVE DATE

12-31-00

INTO

COMFORT SYSTEMS USA (FLORIDA),
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

AIR MASTERS OF TAMPA BAY, INC., a Florida corp., (V28177)
was merged into the above corp on 12-28-00 eff 12-31-00
in error. Computer corrected on 3-1-01 merging a Delaware
corp. not qualified in Florida. LFS

TO BE FILED
SUPERVISORY OFFICE

2000 DEC 28 AM 11:33

DEPT. OF STATE
DIVISION OF CORPORATIONS

*Merger
12-28-00
PKS*

ARTICLES OF MERGER
Merger Sheet

MERGING:

AIR MASTERS OF TAMPA BAY, INC., a Delaware corporation (not qualified
to transact business in Florida)

INTO

COMFORT SYSTEMS USA (FLORIDA), INC., a Florida entity, 515751.

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spittler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
AIR MASTERS OF TAMPA BAY, INC.
AND

COMFORT SYSTEMS USA (FLORIDA), Inc.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Air Masters of Tampa Bay, Inc. ("Air Masters") with and into Comfort Systems USA (Florida), Inc. ("CSUSA Florida").

2. The merger of Air Masters with and into CSUSA Florida is permitted by the laws of the jurisdiction of organization of Air Masters and is in compliance with said laws. The date of adoption of the Plan of Merger by the stockholders of Air Masters was December 19, 2000.

3. The shareholders of CSUSA Florida entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on December 19, 2000.

3. The shareholders of CSUSA Florida entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 19, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

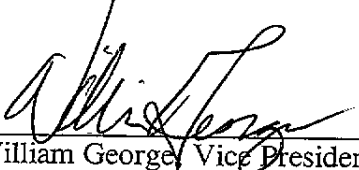
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2000.

EFFECTIVE DATE
12-31-00

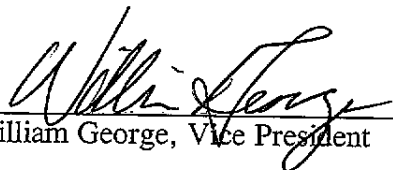
FILED
00 DEC 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed on December 19, 2000.

AIR MASTERS OF TAMPA BAY, INC.
a Delaware corporation

By: 
William George, Vice President

COMFORT SYSTEMS USA (FLORIDA), INC.
a Florida corporation

By: 
William George, Vice President

PLAN OF MERGER

PLAN OF MERGER adopted for Air Masters of Tampa Bay, Inc. ("Air Masters"), a business corporation organized under the laws of the State of Delaware, by Unanimous Written Consent of its Board of Directors on December 19, 2000, and adopted for Comfort Systems USA (Florida), Inc. ("CSUSA Florida"), a business corporation organized under the laws of the State of Florida, by Unanimous Written Consent of its Board of Directors on December 19, 2000.

1. Air Masters and CSUSA Florida, shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, CSUSA Florida, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Air Masters, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall be cancelled at the effective time and date of merger. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the

non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date and time of the merger herein provided for in the State of Florida and in the State of Delaware shall be 11:59 p.m. on December 31, 2000.