

Document Number Only

679478

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002287010--9
-09/08/97--01093--008
*****70.00 *****70.00

Merger

Sun Country Country, Inc.

Merged into

American Residential Services of Florida, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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9/8/97

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

679478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUN COUNTRY COOLING, INC., a Florida corporation K77011

INTO

AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC., a Florida
corporation, 679478.

File date: September 8, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
SUN COUNTRY COOLING, INC.
(a Florida corporation)
WITH AND INTO
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

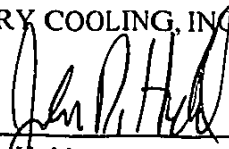
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STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, each of the undersigned corporations hereby adopts the following articles of merger pursuant to which Sun Country Cooling, a Florida corporation (the "Company"), will be merged (the "Merger") with and into American Residential Services of Florida, Inc., a Florida corporation ("ARS Sub"), with ARS Sub to continue in existence following the Merger as the surviving corporation:

- FIRST: The plan of merger ("Plan of Merger") relating to the Merger is set forth in Exhibit A attached hereto, which is incorporated herein by this reference.
- SECOND: The Merger shall become effective on the date these Articles of Merger are filed with the Department of State.
- THIRD: Approval of the Plan of Merger by the shareholders of ARS Sub was not required.
- FOURTH: The Plan of Merger was duly adopted by written consent of the board of directors of ARS Sub on August 30, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be duly executed on its behalf as of the 4th day of September, 1997.

SUN COUNTRY COOLING, INC.

By: 
John D. Held
Vice President

AMERICAN RESIDENTIAL SERVICES
OF FLORIDA, INC.

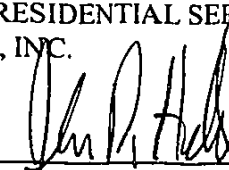
By: 
John D. Held
Vice President

EXHIBIT A
PLAN OF MERGER
OF
SUN COUNTRY COOLING, INC.
(a Florida corporation)
WITH AND INTO
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

Sun Country Cooling, Inc., a Florida corporation (the "Company"), shall be merged with and into American Residential Services of Florida, Inc. ("ARS Sub"), a Florida corporation and a wholly owned subsidiary of American Residential Services, Inc., a Delaware corporation ("ARS"), with ARS Sub being the surviving corporation (the "Surviving Corporation") as set forth below.

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

(A) Articles of Merger. Subject to the terms and conditions hereof, the Company will cause Articles of Merger to be duly executed and delivered and filed with the Department of State of the State of Florida.

(B) The Effective Time. The effective time of the Merger (the "Effective Time") shall be the date and time the Articles of Merger are filed with the Department of State of the State of Florida.

(C) Certain Effects of the Merger. At and as of the Effective Time, (1) the Company will be merged with and into ARS Sub in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"), (2) the Company will cease to exist as a separate legal entity, (3) ARS Sub will be the Surviving Corporation and, as such, will, all with the effect provided by the FBCA, (a) possess all the properties and rights, and be subject to all the restrictions and duties, of the Company and ARS Sub and (b) be governed by the laws of the State of Florida, and (4) the charter documents of ARS Sub then in effect will become and thereafter remain (until changed in accordance with (a) applicable law (in the case of the articles of incorporation) or (b) their terms (in the case of the bylaws)) the charter documents of the Surviving Corporation.

(D) Effect of the Merger on Capital Stock. As of the Effective Time, as a result of the Merger and without any action on the part of any holder thereof:

(1) the shares of common stock, par value \$1.00 per share, of the Company ("Company Common Stock") issued and outstanding immediately prior to the Effective Time will (a) cease to be outstanding and to exist and (b) be canceled and retired; and

(2) each share of the common stock, par value \$1.00 per share, of ARS Sub issued and outstanding immediately prior to the Effective Time will remain unchanged and such shares will constitute all the issued and outstanding shares of capital stock of the Surviving Corporation.

(E) ARS Sub owns all the issued and outstanding shares of Company Common Stock, therefore no other shareholders would be entitled to dissent from the Merger pursuant to Section 607.1320 of the FBCA.