

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

900002361949--8

-12/03/97 -01042--029

*****70.00 *****70.00

FILED
97 DEC -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Residential Services of Florida, Inc

Merging:

Watts Air Conditioning and Heating, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ 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

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

DEC 3 - 1997

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THANKS, MELANIE

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CORPORATION

Morgan
12/8

CR2E031 (1-89)

679478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WATTS AIR CONDITIONING & HEATING, INC., a Florida corporation,
document number 287954

INTO

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

File date: December 4, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

File
CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WATTS AIR CONDITIONING & HEATING, INC.
Ref. Number: 287954

We have received your document for WATTS AIR CONDITIONING & HEATING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

File
Karen Gibson
Corporate Specialist

Letter Number: 297A00057406



RECEIVED
97 DEC -5 PM 12:59
DIVISION OF CORPORATION

ARTICLES OF MERGER
OF
WATTS AIR CONDITIONING & HEATING, INC.
(a Florida corporation)
WITH AND INTO
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

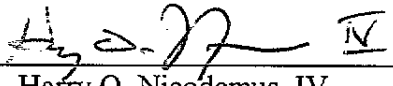
FILED
97 DEC -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Watts Air Conditioning & Heating, Inc., a Florida corporation ("Subsidiary"), will be merged (the "Merger") with and into American Residential Services of Florida, Inc., a Florida corporation and the sole shareholder of Subsidiary ("Parent"), with Parent to continue in existence following the Merger as the surviving corporation (the "Surviving Corporation"):

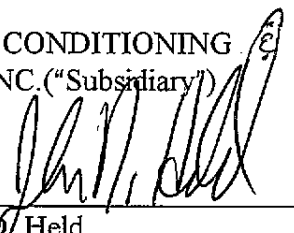
- FIRST:** The plan of merger ("Plan of Merger") relating to the Merger is set forth in the Agreement and Plan of Merger dated November 24, 1997, by and between Parent and Subsidiary, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference.
- SECOND:** These Articles of Merger and the Merger shall become effective upon filing thereof.
- THIRD:** Pursuant to Section 607.1104 of the Florida Business Corporation Act, no approval by the shareholders of Parent or Subsidiary is required.
- FOURTH:** The Plan of Merger was duly adopted by the Board of Directors of Parent on November 24, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of the 24th day of November, 1997.

AMERICAN RESIDENTIAL SERVICES
OF FLORIDA, INC. ("Parent")

By: 
Harry O. Nicodemus, IV
Vice President

WATTS AIR CONDITIONING
HEATING, INC. ("Subsidiary")

By: 
John D. Held
Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of November 24, 1997, by and between American Residential Services of Florida, Inc., a Florida corporation ("Parent"), and Watts Air Conditioning & Heating, Inc., a Florida corporation ("Subsidiary").

PRELIMINARY STATEMENTS

1. Subsidiary is a wholly owned subsidiary of Parent.
2. The parties to this Agreement have determined that it is in their best interests for Subsidiary to merge with and into Parent (the "Merger").
3. Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the board of directors of Parent has approved, by resolutions duly adopted, the Merger of Subsidiary into Parent as set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties agree as follows:

THE MERGER

Section 1. Certificate of Merger. Subject to the terms and conditions hereof, Parent will cause a Certificate of Merger to be duly executed and delivered to the Department of State of the State of Florida on or promptly after the date of this Agreement.

Section 2. The Effective Time. The effective time of the Merger (the "Effective Time") will be the date and time specified as such in the Certificate of Merger or, if the Certificate of Merger does not specify another date and time, the Effective Time will be the date and time of filing of the Certificate of Merger with the Department of State of the State of Florida.

Section 3. Certain Effects of the Merger. At and as of the Effective Time, (a) Subsidiary will be merged with and into Parent in accordance with the provisions of the FBCA, (b) Subsidiary will cease to exist as a separate legal entity, (c) Parent will be the surviving corporation in the merger (the "Surviving Corporation"), and as such, will, all with the effect provided by the FBCA, (i) possess all the properties and rights, and be subject to all the restrictions and duties, of Subsidiary and Parent and (ii) be governed by the laws of the State of Florida, (d) the Charter Documents of Parent then in effect will become and thereafter remain (until changed in accordance with (i) applicable law (in the case of the articles of incorporation) or (ii) their terms (in the case of the bylaws)) the Charter Documents of the Surviving Corporation, (e) the board of directors of Parent will continue in such capacity as the board of directors of the Surviving Corporation, subject to the

provisions of the applicable laws of the State of Florida and the Charter Documents of the Surviving Corporation, and (f) the officers of Parent will continue in such capacities as officers of the Surviving Corporation, subject to the provisions of the Charter Documents of the Surviving Corporation, until that person's successor is duly elected to, and, if necessary, qualified for, that office.

Section 4. 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:

- (a) the shares of common stock, par value \$1.00 per share (the "Common Stock"), of Subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired;
- (b) each share of Common Stock held in the treasury of Subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired; and
- (c) each share of common stock, par value \$.1.00 per share, of Parent issued and outstanding immediately prior to the Effective Time will remain unchanged and will constitute all the issued and outstanding shares of capital stock of the Surviving Corporation.

Each holder of a certificate representing shares of Common Stock immediately prior to the Effective Time will, as of the Effective Time and thereafter, cease to have any rights respecting those shares.

Section 5. Shareholders' Rights. As Parent is the sole shareholder of all of the outstanding shares of Common Stock of Subsidiary, there are no other shareholders that may dissent from the Merger or that would be entitled to vote on the Merger. Parent, as the sole shareholder, waives the requirements of the FBCA that this Agreement be mailed to it.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

AMERICAN RESIDENTIAL SERVICES OF
FLORIDA, INC. ("Parent")

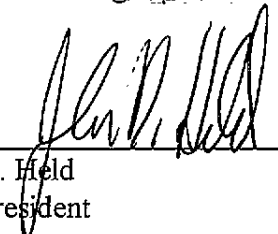
By:

Harry O. Nicodemus, IV
Vice President

EXHIBIT A

Watts Air Conditioning & Heating, Inc.
("Subsidiary")

By: _____


John D. Held
Vice President