

Document Number Only

679478

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
91 DEC 23 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/23/97-01058-032
*****70.00 *****70.00

EFFECTIVE DATE

SASSO Air Conditioning, Inc.
into:

12-31-97

American Residential Services of Florida, Inc.

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
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TALLAHASSEE, FLORIDA

679478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SASSO AIR CONDITIONING, INC., a Delaware corporation qualified in Florida,
document number F96000006666

INTO

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

File date: December 23, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

SASSO AIR CONDITIONING, INC.
(a Delaware corporation)

WITH AND INTO

AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

EFFECTIVE DATE
12-31-97


FILED
97 DEC 23 PM 2:16
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 SASSO AIR CONDITIONING, INC., a Delaware 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 Plan of Merger dated December 19, 1997, by and between Parent and Subsidiary, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference.
- SECOND:** The effective time of the Merger (the "Effective Time") will be 5:00 p.m., Houston, Texas time on December 31, 1997.
- 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 December 5, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of the 19th day of December, 1997.

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

By: 
Harry O. Nicodemus, IV
Vice President

SASSO AIR CONDITIONING, INC..
("Subsidiary")

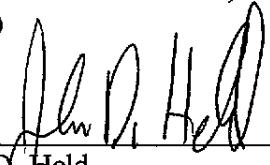
By: 
John D. Held
Vice President

EXHIBIT A

**PLAN OF MERGER
of
SASSO AIR CONDITIONING, INC.
(a Delaware corporation)
WITH AND INTO
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)**

SASSO AIR CONDITIONING, INC., a Delaware corporation ("Subsidiary") shall be merged with and into American Residential Services of Florida, Inc. ("Parent"), a Florida corporation, with Parent being the surviving corporation ("Surviving Corporation") as set forth below:

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:

Section 1. Certificate of Merger. Subject to the terms and conditions hereof, Parent will cause Articles or Certificates of Merger to be duly executed and delivered to the Department of State of the State of Florida and the Secretary of State of the State of Delaware, as applicable.

Section 2. The Effective Time. The Articles of Merger and the Merger shall become effective at 5:00 p.m., Houston, Texas time on December 31, 1997.

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 Delaware General Corporation Law (the "DGCL") and the FBCA, (b) Subsidiary will cease to exist as a separate legal entity, (c) Parent will be the surviving corporation in the merger, and as such, will, all with the effect provided by the DGCL and 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, 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:

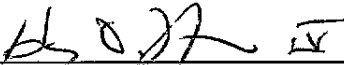
- (a) the shares of common stock, par value \$1.00 per share (the "Common Stock"), of Subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired;
- (b) each share of Common Stock held in the treasury of Subsidiary will (i) cease to be outstanding and to exist and (ii) be 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.

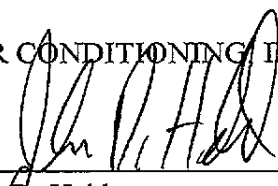
Section 5. Shareholders' Rights. As Parent is the sole shareholder of all of the outstanding shares of Common Stock of Subsidiary, there are no other shareholders that may dissent from the Merger or that would be entitled to vote on the Merger. Parent, as the sole shareholder, waives the requirements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

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the 19th
__ day of December, 1997.

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

By: 
Harry O. Nicodemus, IV
Vice President

SASSO AIR CONDITIONING, INC. ("Subsidiary")

By: 
John D. Held
Vice President