

FROM FOLEY & LARDNER TAMPA

681431

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FROM: FOLEY & LARDNER OF TAMPA  
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NAME: R. BODDEN COIN-OP-LAUNDRY, INC.  
AUDIT NUMBER.....H97000006246  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MAC-GRAY ACQUISITION CORP., a Delaware corporation not qualified in  
Florida

INTO

**R. BODDEN COIN-OP-LAUNDRY, INC.**, a Florida corporation, 681431

File date: April 17, 1997

Corporate Specialist: Steven Harris

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ARTICLES OF MERGER

OF

MAC-GRAY ACQUISITION CORP.  
(a Delaware corporation)

AND

R. BODDEN COIN-OP-LAUNDRY, INC.  
(a Florida corporation)

FILED  
97 APR 17 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Mac-Gray Acquisition Corp. ("Acquisition")	Delaware
R. Bodden Coin-Op-Laundry, Inc. (the "Company")	Florida

**SECOND:** The laws of the state of Delaware, under which Acquisition is organized, permit such merger and Acquisition is in compliance with the applicable provisions of those laws.

**THIRD:** The Company is in compliance with the applicable provisions of Sections 607.1101 - 607.1105 F.S.

**FOURTH:** The Plan of Merger is as follows:

1. MAC-GRAY ACQUISITION CORP., a Delaware corporation, shall be merged with and into R. BODDEN COIN-OP-LAUNDRY, INC., a Florida corporation, which shall be the surviving corporation.

2. Each holder of a stock certificate or certificates representing outstanding shares of Common Stock of Acquisition immediately prior to the effective time of the merger, upon surrender of such certificates or certificates to the Company after the effective time of the merger, shall be entitled to receive a stock certificate or certificates representing the same number of shares of Common Stock of the Company. Until so surrendered, each such stock certificate shall, by virtue of the merger, be deemed for all purposes to evidence ownership of the same number of shares of the Common Stock of the Company.

Submitted by:  
Vitaute M. Gulbis, Foley & Lardner  
Fla. Bar No.: 731129  
P.O. Box 3391, Tampa, FL 33601-3391  
(813) 229-2300

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**FIFTH:** The merger shall become effective on the day that both these Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Merger has been filed with the Secretary of State of Delaware (the "Effective Date"). The Effective Date shall be April 17, 1997.

**SIXTH:** The Agreement and Plan of Merger dated April 17, 1997 pursuant to which Acquisition shall be merged with and into the Company (the "Merger"), was adopted by the sole shareholder of Acquisition by written consent dated April 17, 1997 and by the sole shareholder of the Company by written consent dated April 17, 1997.

**SEVENTH:** That upon consummation of the Merger, the officers and directors of the surviving corporation shall be as follows:

<u>Name</u>	<u>Title</u>
Stewart G. MacDonald, Jr.	President and Director
John S. Olbrych	Treasurer and Director
Patrick A. Flanagan	Secretary and Director

Each such officer and director shall hold office until his successor is duly elected or appointed and qualified.

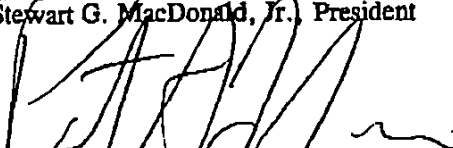
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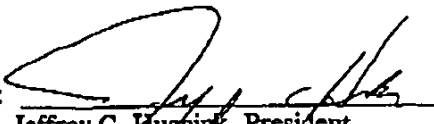
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 17 1997.

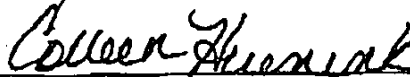
MAC-GRAY ACQUISITION CORP.,  
a Delaware Corporation

By:   
Stewart G. MacDonald, Jr., President

By:   
Patrick A. Flanagan, Secretary

R. BODDEN COIN-OP-LAUNDRY, INC.,  
a Florida corporation

By:   
Jeffrey C. Hueniak, President

By:   
Colleen Hueniak, Secretary

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ACKNOWLEDGMENT

STATE OF FLORIDA

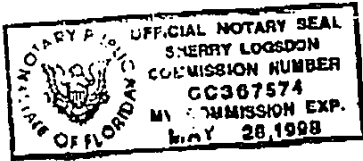
COUNTY OF: Hillsborough

The foregoing instrument was acknowledged before me this 17 day of April, 1997, by Jeffrey C. Huenink, as President of R. Bodden Coin-Op-Laundry, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC:

Sign: *Sherry D. Logsdon*  
SHERRY D. LOGSDON

Print: \_\_\_\_\_



State of Florida at Large (Seal)  
My Commission Expires:

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ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS:

COUNTY OF MIDDLESEX:

The foregoing instrument was acknowledged before me this 17 day of April, 1997, by Stewart G. MacDonald, Jr., as President of Mac-Gray Acquisition Corp., a Delaware corporation, on behalf of the Corporation. He is personally known to me or has produced driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign: Susan E. Spusta

Print: Susan E. Spusta

(Seal)

My Commission Expires: June 27, 1997

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