

Document Number Only

681431

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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FILED

98 MAR 31 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Bodden Coin-OP Laundry, Inc.

merged into:

Mac-Gray Services, 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

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3/31/98

corrected
merging corp.
name per
Joey

3/31

Joey
merger
C.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

MAC-GRAY SERVICES, INC.. a Delaware corporation not qualified in Florida

File date: March 31, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

FILED

OF

98 MAR 31 PM 2:49

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

MAC-GRAY SERVICES, INC.
(a Delaware corporation)

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 or countries under the laws of which such corporations are organized are as follows:

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

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

THIRD: The Company and the Surviving Corporation are in compliance with the applicable provisions of Sections 607.1101 - 607.1107 F.S.

FOURTH: The plan of merger is as follows:

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

2. Each holder of a stock certificate or certificates representing outstanding shares of Common Stock of the Company immediately prior to the effective time of the merger, upon surrender of such certificate or certificates to the Surviving Corporation after the effective time of the merger, shall be entitled to receive, for each share of Common Stock of the Company held, a stock certificate or certificates representing an equal number of shares of Common

Stock of the Surviving Corporation. Until so surrendered, each such stock certificate shall, by virtue of the merger, be deemed for all purposes to entitle such holder to the receipt of an equal number of shares of the Common Stock of the Surviving Corporation.

FIFTH: The effective date of the Articles of Merger shall be the 31st day of March, 1998.

SIXTH: The Agreement and Plan of Merger, dated March 30, 1998, pursuant to which the Company shall be merged with and into the Surviving Corporation (the "Merger") was adopted by the stockholders of the Company by written consent dated March 27, 1998, and was adopted by the stockholders of the Surviving Corporation by written consent dated March 27, 1998.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of March 30th, 1998.

MAC-GRAY SERVICES, INC.
a Delaware corporation

By: Stewart G. MacDonald, Jr.
Name: Stewart G. MacDonald, Jr.
Title: President

By: Patrick A. Flanagan
Name: Patrick A. Flanagan
Title: Secretary

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

By: Stewart G. MacDonald, Jr.
Name: Stewart G. MacDonald, Jr.
Title: President

By: Patrick A. Flanagan
Name: Patrick A. Flanagan
Title: Secretary

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by Stewart G. MacDonald, Jr., as President of R. Bodden Coin-Op-Laundry Services, 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: Lisa McGrath

Print: Lisa McGrath

(Seal)

My Commission Expires:

LISA McGRATH

Notary Public

My Comm. Expires May 8, 2003

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by Stewart G. MacDonald, Jr., as President of Mac-Gray Services, Inc., a Delaware 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: Lisa McGrath

Print: Lisa McGrath

(Seal)

My Commission Expires:

LISA McGRATH

Notary Public

My Comm. Expires May 8, 2003

**AGREEMENT AND PLAN OF MERGER BY AND BETWEEN
R. BODDEN COIN-OP-LAUNDRY, INC., a Florida corporation
AND
MAC-GRAY SERVICES, INC., a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 30, 1998,
by and between R. Bodden Coin-Op-Laundry, Inc., a Florida corporation (the "Company"),
and Mac-Gray Services, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Company is a corporation duly organized and existing under the laws
of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing
under the laws of the State of Delaware, having been incorporated on December
20, 1991 pursuant to the filing of a Certificate of Incorporation with the Secretary of State of
Delaware; and

WHEREAS, the Boards of Directors of the parties hereto deem it desirable, upon the
terms and subject to the conditions herein stated, that the Company be merged with and into
the Surviving Corporation and that the Surviving Corporation be the surviving corporation;
and

WHEREAS, the Boards of Directors of the parties hereto have adopted and approved
this Agreement and have resolved to submit this Agreement to the stockholders of the
Company and the Surviving Corporation, having further resolved that the adoption and
approval of this Agreement by such stockholders is desirable.

NOW, THEREFORE, it is agreed as follows:

Section 1 - Terms

1.1 At the effective time of the merger (as hereinafter defined), the Company shall be merged with and into the Surviving Corporation in accordance with the Delaware General Corporation Law and the Florida Business Corporation Act, as amended, with the Surviving Corporation remaining in existence as the surviving corporation.

1.2 As of the effective time of the merger:

(a) The Certificate of Incorporation of the Surviving Corporation shall remain in effect until further amended in accordance with the terms thereof.

(b) Each share of Common Stock of the Company then outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of fully paid and non-assessable shares of Common Stock of the Surviving Corporation.

(c) Each share of the Common Stock of the Surviving Corporation outstanding prior to the merger shall remain issued and outstanding until the earlier of the redemption, cancellation or change by operation of law.

(d) The Directors of the Surviving Corporation as of the effective time of the merger shall continue in office as Directors of the Surviving Corporation until the next annual meeting of stockholders and until their successors shall have been duly elected and qualified or until their earlier resignation or removal.

(e) The officers of the Surviving Corporation as of the effective time of the merger shall continue in office as officers of the Surviving Corporation until their successors are duly elected and qualified or until their earlier resignation or removal.

1.3 Each holder of a stock certificate or certificates representing outstanding shares of Common Stock of the Company immediately prior to the effective time of the merger, upon surrender of such certificate or certificates to the Surviving Corporation 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 Surviving Corporation contemplated hereby. 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 Surviving Corporation.

Section 2 - Effective Time

2.1 This Agreement shall be submitted to the stockholders entitled to vote thereon of each of the Company and the Surviving Corporation as provided by the applicable laws of the State of Delaware and the State of Florida. If this Agreement is duly adopted by the requisite votes of such stockholders and is not terminated as contemplated by Section 3, a Certificate of Merger, executed in accordance with the law of the State of Delaware, and Articles of Merger, executed in accordance with the law of the State of Florida, shall be filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, respectively. The merger shall become effective on March 31, 1998 or the completion of both such filings, if later, herein sometimes referred to as the "effective time of the merger."

Section 3 - Amendment, Termination and Governing Law

3.1 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Boards of Directors of the Company and the Surviving Corporation to the extent permitted by Delaware and Florida law notwithstanding favorable action on the merger by the stockholders of either or both of the Company or the Surviving Corporation.

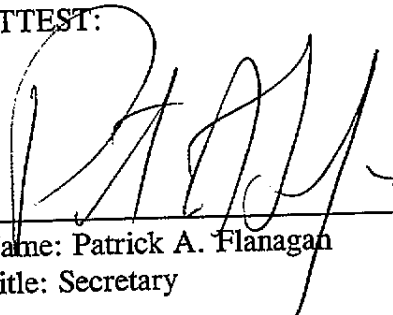
3.2 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Boards of Directors of the Company and the Surviving Corporation, notwithstanding favorable action on the merger by the stockholders of either or both of the Company and the Surviving Corporation.

3.3 This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware and the State of Florida.

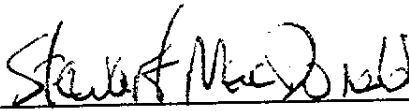
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IN WITNESS WHEREOF, each of the Surviving Corporation and the Company have caused this Agreement to be executed and its corporate seal affixed as of the date first above written.

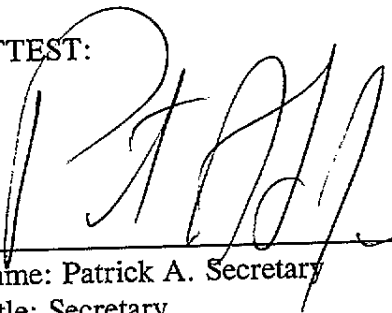
ATTEST:


Name: Patrick A. Flanagan
Title: Secretary

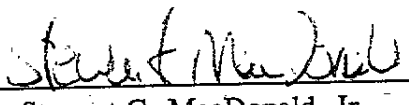
R. BODDEN COIN-OP-LAUNDRY, INC.,
a Florida corporation

By: 
Name: Stewart G. MacDonald, Jr.
Title: President

ATTEST:


Name: Patrick A. Secretary
Title: Secretary

MAC-GRAY SERVICES, INC.,
a Delaware corporation

By: 
Name: Stewart G. MacDonald, Jr.
Title: President

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