

688192

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 15 AM 11:12

EFFECTIVE DATE
2/27/2001

February 13, 2001

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Merger of The Laundry Room, Inc. (a Florida Corporation) into Miller Equipment
Distributing, Inc. (an Alabama Corporation)

Dear Sirs:

Enclosed you will find the referenced Articles and Plan of Merger together with one copy
thereof. Also enclosed is my check in the amount of \$78.75 representing your fees for this
together with certifying the copy enclosed.

Please return the filed documents to me in the enclosed self-addressed stamped envelope.

Please call if you have any questions.

Sincerely,



James F. Burford III

JFB/bmw

Merger

V. SHEPARD FEB 21 2001

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE LAUNDRY ROOM, INC., a Florida corporation, 688192

INTO

MILLER EQUIPMENT DISTRIBUTING, INC., an Alabama corporation not
qualified in Florida

File date: February 15, 2001, effective February 27, 2001

Corporate Specialist: Velma Shepard

Effective Date

4. The Plan of Merger shall be effective February 27, 2001.

(Signatures Appear On Following Page)

To: Department of State
Corporations Division
State Capital Building
Tallahassee, Florida

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The undersigned corporations have adopted an agreement of merger and hereby adopt these articles of merger. The name of the surviving corporation is Miller Equipment Distributing, Inc.

**ARTICLES OF MERGER
OF
THE LAUNDRY ROOM, INC.
INTO
MILLER EQUIPMENT DISTRIBUTING, INC.**

Pursuant to Florida Law, the undersigned corporations, MILLER EQUIPMENT DISTRIBUTING, INC., an Alabama Corporation and THE LAUNDRY ROOM, INC., a Florida Corporation adopt the following Articles of Merger for the purpose of merging THE LAUNDRY ROOM, INC. into MILLER EQUIPMENT DISTRIBUTING, INC. :

Plan of Merger


1. The Plan of Merger setting forth the terms and conditions of the merger of THE LAUNDRY ROOM, INC. into MILLER EQUIPMENT DISTRIBUTING, INC. is attached to these Articles as an exhibit and incorporated herein by reference.

Adoption of Plan

2. The Plan of Merger was approved by the board of directors of THE LAUNDRY ROOM, INC. pursuant to Section 607.221(4) of the Florida General Corporation Act at a special meeting of the board held on January 29, 2001 and the approval of the shareholders of THE LAUNDRY ROOM, INC. is not required to effectuate the Plan of Merger. The Plan of Merger was approved by the board of directors of MILLER EQUIPMENT DISTRIBUTING, INC. pursuant to Alabama Law at a special meeting of the board held on January 29, 2001 and the approval of the shareholders of MILLER EQUIPMENT DISTRIBUTING, INC. is not required to effectuate the Plan of Merger.
3. There are 1000 shares of stock of THE LAUNDRY ROOM, INC. currently issued and outstanding, all of which are owned by MILLER EQUIPMENT DISTRIBUTING, INC..

NON-SURVIVING CORPORATION


THE LAUNDRY ROOM, INC.

By: 
Miller Equipment Distributing, Inc.,
Sole Shareholder

By: 
Robert M. Miller, President

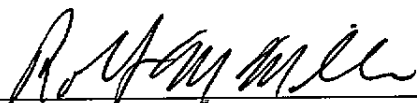
SURVIVING CORPORATION

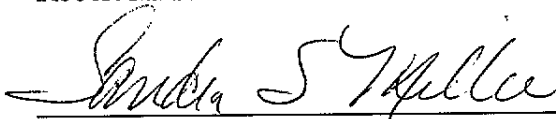
**MILLER EQUIPMENT
DISTRIBUTING, INC.**

By: 
Robert M. Miller, President

APPROVED:

Robert M. Miller and Sandra S. Miller as all
of the Directors of The Laundry Room
, Inc. and Miller Equipment
Distributing, Inc.



Robert M. Miller


Sandra S. Miller

VERIFICATION

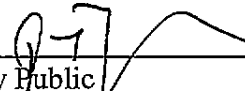
The undersigned officer of THE LAUNDRY ROOM, INC. does hereby certify and verify that the foregoing Articles of Merger were duly adopted by the corporation and that all statements contained in the Articles are true and correct.

THE LAUNDRY ROOM, INC.

By: 
Robert M. Miller, President

STATE OF ALABAMA)
JEFFERSON COUNTY)

Sworn to and subscribed before me this 29 day of January, 2001.


Notary Public
My Commission Expires: 3.1.02

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION MERGING
THE LAUNDRY ROOM, INC.
INTO
MILLER EQUIPMENT DISTRIBUTING, INC.**

This Agreement of Merger and Plan of Reorganization is made this 29 day of January, 2001, by and between THE LAUNDRY ROOM, INC., a Florida corporation, (The Merging Corporation) and MILLER EQUIPMENT DISTRIBUTING, INC. , an Alabama Corporation, (The Surviving Corporation). The Merging and Surviving Corporations are sometimes referred to in the Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Alabama located at 2345 Pelham Parkway, Pelham, County of Shelby, Alabama; its Registered Agent at that address is Robert M. Miller; and the Articles of Incorporation of the Surviving Corporation are filed in the office of the Judge of Probate, Jefferson County, Alabama;

WHEREAS, the principal and registered office of Merging Corporation is in the State of Florida located at 9605 NW 36th Manor in the City of Coral Springs, Florida ; its Registered Agent at that address is Steve Peterozella; and the Articles of Incorporation of the Merging Corporation are filed in the Department of State of Florida.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 1000 shares of common stock at one dollar par value;

WHEREAS, the Merging Corporation is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the States of Florida and Alabama, for the purpose of consolidating the Constituent Corporations.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in the Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE I.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged

with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of Merging Corporation shall cease on the Effective Date of this Agreement.

ARTICLE II.

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III.

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation. The conditions of the applicable statutes of the State of Alabama have been complied with as follows:

- (a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;
- (c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.


ARTICLE IV.

This Agreement of Merger and Plan of Reorganization shall become effective February 27, 2001.


IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Presidents and Robert M. Miller and Sandra S. Miller, who are duly authorized by the respective Board of Directors of each of the Constituent Corporations.


NON-SURVIVING (MERGING) CORPORATION

THE LAUNDRY ROOM , INC.

By: 
Robert M. Miller, President


The undersigned, Robert M. Miller and Sandra S. Miller being all of the Directors of *THE LAUNDRY ROOM*, INC. have set their hands in seals in order to indicate their approval of the Articles and Plan of Merger.


Robert M. Miller



Sandra S. Miller

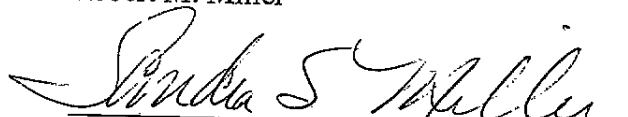
SURVIVING CORPORATION

**MILLER EQUIPMENT
DISTRIBUTING, INC.**

By: 
Robert M. Miller, President

The undersigned, Robert M. Miller and Sandra S. Miller being all of the Directors of *MILLER EQUIPMENT DISTRIBUTING*, INC. have set their hands in seals in order to indicate their approval of the Articles and Plan of Merger.


Robert M. Miller


Sandra S. Miller