

Document Number Only

F59851

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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CORPORATION(S) NAME

Sears Termite & Pest Control, Inc.

merging: Sears Texas Termite & Pest Control, L.P.

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|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change             |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <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            |   |   |

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ARTICLES OF MERGER  
Merger Sheet

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MERGING: \_\_\_\_\_

SEARS TEXAS TERMITE & PEST CONTROL, L.P., A TEXAS LIMITED  
PARTNERSHIP, NOT QUALIFIED IN FLORIDA

INTO

**SEARS TERMITE & PEST CONTROL, INC.**, a Florida entity, F59851.

File date: December 28, 1999

Corporate Specialist: Buck Kohr

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sears Texas Termite & Pest Control, L.P. 3333 Beverly Road Hoffman, Estates Illinois 60179	Delaware	Limited Partnership

Delaware Document/Registration Number: 8785353      FEI Number: 36-4212336

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sears Termite & Pest Control, Inc. 2625 Edgewater Drive Orlando, FL 32804	Florida	Corporation

Delaware Document/Registration Number: F-59851      FEI Number: 59-2156849

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SIXTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State


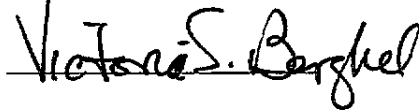
**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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**EIGHTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Sears Termite and Pest Control, Inc.		Pamela R. Schneider Secretary
Sears Texas Termite & Pest Control, L.P.		Victoria S. Berghel Assistant Secretary
	By: SDC San Antonio Investment Co. Sole General Partner	

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sears Texas Termite & Pest Control, L.P.	Delaware

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sears Termite & Pest Control, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

Sears Termite & Pest Control, Inc., a Florida corporation, and Sears Texas Termite & Pest Control, L.P., a Delaware corporation, by SDC San Antonio Investment Co., its sole general partner, and Sears Pest Acquisition, Inc., its sole limited partner, have agreed to a merger whereby Sears Texas Termite & Pest Control, L.P. will be merged with and into Sears Termite & Pest Control, Inc.

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All of the interests, obligations or other securities of Sears Texas Termite & Pest Control, L.P. will be surrendered to Sears Termite and Pest Control, Inc., and all interests, obligations or other securities so acquired shall be extinguished at the effective time of the merger.

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