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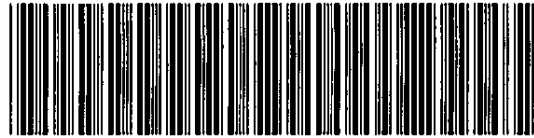
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**MATT E. DANNHEISSER, P.A.**  
ATTORNEY AT LAW

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PENSACOLA, FLORIDA 32501

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May 11, 2006

Secretary of State  
Corporate Division  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32314

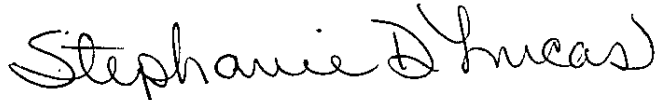
RE: Merger of Energy Systems Leasing, Inc., into/with Energy Systems Air  
Conditioning Contractors, Inc.  
Our File No. E1039-005

Dear Sir or Madam:

Enclosed herewith please find an original and duplicate copy of the Articles of Merger and our firm check in the amount of \$35.00. After the original Articles of Merger have been filed, it would be appreciated if you would return the copy to us, indicating time and date of filing.

Please call should you have any questions.

Sincerely,



Stephanie D. Lucas,  
Legal Secretary to  
Matt E. Dannheisser

:sdl  
Enclosures

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**ARTICLES OF MERGER  
OF  
ENERGY SYSTEMS LEASING, INC., A FLORIDA CORPORATION  
INTO/WITH  
ENERGY SYSTEMS AIR CONDITIONING CONTRACTORS, INC.,  
A FLORIDA CORPORATION**

THESE Articles of Merger between ENERGY SYSTEMS LEASING, INC., a Florida corporation (hereinafter "Leasing") and ENERGY SYSTEMS AIR CONDITIONING CONTRACTORS, INC., a Florida corporation (hereinafter "Energy Systems") are prepared and executed pursuant to Florida Statutes 607.1105, and both entities hereby adopt the following Articles:

1. **Plan of Merger.** The Plan of Merger between Leasing and Energy Systems was approved and adopted by the shareholders of Leasing on May 9, 2006, and was approved and adopted by the shareholders of Energy Systems on May 9, 2006.

2. **Outstanding Stock.** Under the Plan of Merger, all issued and outstanding shares of Leasing's stock will be acquired by means of merger of Leasing into Energy Systems with Energy Systems being the surviving corporation.

3. **Plan of Merger.** The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth.

4. **Effective Date.** Pursuant to Florida Statutes Section 607.105(1)(b), the date and time of the effectiveness of the merger contemplated herein shall be on the filing of these Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on the 9th day of May, 2006.

ENERGY SYSTEMS LEASING, INC.,  
A Florida Corporation,

By: 

DANNY W. MARSHALL

Its: President

ATTESTED TO BY:

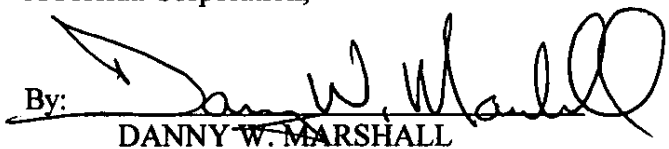


RANDY B. MARSHALL

Its: Secretary

ENERGY SYSTEMS AIR CONDITIONING  
CONTRACTORS, INC.,  
A Florida Corporation,

By:

  
DANNY W. MARSHALL

Its: President

ATTESTED TO BY:

  
RANDY B. MARSHALL

Its: Secretary

## EXHIBIT "A"

### PLAN OF MERGER

The merger between ENERGY SYSTEMS AIR CONDITIONING CONTRACTORS, INC., (the "Surviving Corporation") and ENERGY SYSTEMS LEASING, INC., (the "Disappearing Corporation") (collectively, the "Constituent Corporations") is being effected under this Plan of Merger ("Plan") in accordance with Florida Statutes Section 607.1101, et seq.

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect immediately before the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Recognizing that the Shareholders of the Surviving Corporation and the Disappearing Corporation are identical and of identical proportions, as of the Effective Date each share of Disappearing Corporation's stock that shall be issued and outstanding at that time shall without more be converted into and be deemed part of the stock of the Surviving Corporation that is issued and outstanding on the Effective Date. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Effect of Merger.** As of the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with the Disappearing Corporation's rights, privileges, immunities, powers, and franchises, and subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statutes Section 607.1106.

5. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. **Filing with the Florida Department of State.** The Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute the Articles of Merger that have been approved by each entity and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as is fully set forth in such Articles and shall

become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereafter by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Florida Statutes Section 607.1103.

8. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favor action by the shareholders of the respective Constituent Corporations.