

F86 246

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 5/31

200003272192--8
-05/31/00--01056--024
*****70.00 *****70.00

Corporation(s) Name

<u>Custom Uniform Service, Inc.</u> <u>merging into</u> <u>Cintas Corporation No. 3</u>		
<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	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		
***Special Instructions**		
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

**Please Return Filed Stamped
Copies To:**

Carol Clark

Thank You!

400789, 00524, 00672

6/1/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

CUSTOM UNIFORM SERVICE, INC., a Florida corporation F86246
,

INTO

CINTAS CORPORATION NO. 3, a Nevada corporation not qualified in Florida.

File date: May 31, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

00 JUN -1 PM 3:27

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 31, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: CUSTOM UNIFORM SERVICE, INC.
Ref. Number: F86246

We have received your document for CUSTOM UNIFORM SERVICE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please attach Exhibit A as referenced to in paragraph 1.2 on page 2 of the agreement and plan of merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: → Annette Ramsey
Corporate Specialist

Letter Number: 200A00030722

Annette
The "Exhibit A"
they referenced
is the Articles
of Merger per
the client. Please date for May 31.
TKS
Carol

ARTICLES OF MERGER (Profit Corporations)

First: The name and jurisdiction of the surviving corporation is:

Jurisdiction

Nevada

Second: The name and jurisdiction of each merging corporation is:

Jurisdiction

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 5 / 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 1, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 1, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
00 MAY 31 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Cintas Corporation No. 3

William C. Gale

William C. Gale, Vice President

Custom Uniform Service,
Inc.

William C. Gale

William C. Gale, Vice President

AGREEMENT AND PLAN OF MERGER

MERGING

CUSTOM UNIFORM SERVICE, INC.

INTO

CINTAS CORPORATION NO. 3

AGREEMENT AND PLAN OF MERGER ("Agreement") entered into as of this 1st day of May, 2000, by and between Custom Uniform Service, Inc., a Florida corporation ("Custom") and Cintas Corporation No. 3, a Nevada corporation ("Cintas"). Custom is sometimes referred to herein as the "Constituent Corporation." Cintas is sometimes referred to herein as the "Surviving Corporation."

RECITALS:

WHEREAS, Custom is a corporation duly organized and validly existing under the laws of the State of Florida, with its principal offices located in Pensacola, Florida, and Cintas is a corporation duly organized and validly existing under the laws of the State of Nevada, with its principal offices located in Sparks, Nevada; and

WHEREAS, Custom's authorized capitalization consists of Five Thousand (5,000) shares of Common Stock, without par value, of which Five Thousand (5,000) shares are issued and outstanding, all of which are owned by Cintas and Cintas' authorized capitalization consists of One Thousand (1,000) shares of Common Stock, without par value, of which Two Hundred (200) shares are issued and outstanding, all of which are owned by Cintas Corporation; and

WHEREAS, to provide substantial cost savings by simplifying the business records and paperwork, eliminating the duplication of work and reducing administrative, and overhead expenses and reporting requirements of Custom and Cintas, Custom and Cintas desire to enter into this Agreement and Plan of Merger as a reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended and Section 607.234 of the Florida Corporate Statute and Section 78.416(5)(c) of the Nevada Corporate Statute; and

WHEREAS, either the Board of Directors and Shareholders of each corporation have, by resolution, approved this Agreement pursuant to the applicable provisions of the Florida and Nevada Corporate Law.

NOW, THEREFORE, in consideration of the promises and mutual agreements contained herein and in accordance with the laws of the States of Florida and Nevada, the parties hereto agree that Custom shall be merged with and into Cintas and that Cintas shall be the Surviving Corporation, and that the terms and conditions of such merger shall be as follows:

ARTICLE 1

Merger of Custom Into Cintas

1.1 At the effective time of the merger, Custom shall be merged with and into Cintas and Cintas shall be the Surviving Corporation and shall continue its corporate existence under the laws of the State of Nevada.

1.2 A Certificate of Merger attached hereto as Exhibit "A" and such supporting documents as are required shall be filed as promptly as possible with the Secretary of State of Florida and Nevada, and the effective time of the Merger shall be May 31, 2000, at midnight (hereafter referred to as the "Effective Time").

ARTICLE 2

Exchange of Shares

2.1 The Merger shall have no effect upon the outstanding shares of Cintas.

2.2 At the Effective Time, each outstanding share of Common Stock of Custom shall, by operation of the merger, be canceled and shall have no further effect or value and no other shares or other securities shall be issued in respect thereof.

ARTICLE 3

Legal and Financial Aspects of Surviving Corporation

3.1 The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of Cintas as Surviving Corporation, which are presently recorded in the office of the Secretary of State of Nevada.

3.2 The Code of Regulations of Cintas shall be the Code of Regulations of the Surviving Corporation until further amended as provided by law.

3.3 The officers and directors of Cintas immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation at the Effective Time until replaced in accordance with the Articles of Incorporation and the Code of Regulations of the Surviving Corporation.

3.4 The name and address of the statutory agent for the Surviving Corporation shall be The Corporation Trust Company of Nevada. The address of the Surviving Corporation's principal office in the State of Nevada shall be 250 Vista Blvd. No. 107, Sparks, Nevada 89434.

ARTICLE 4

Effects of the Merger

From the Effective Time, the Merger shall have the effects provided by Florida and Nevada law. Without limiting the generality of the foregoing, upon the Effective Time (1) the separate existence of the Constituent Corporation shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers of the Constituent Corporation shall execute, acknowledge, and deliver such instruments and do such acts, and for such purposes, the existence of the Constituent Corporation and the authority of its officers and directors shall continue notwithstanding the merger; (2) the Surviving Corporation shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporation, and all obligations belonging to or due to the Constituent Corporation all of which shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in the Constituent Corporation shall not ever or in any way be impaired by reason of the merger; (3) the Surviving Corporation shall be liable for all the obligations of the Constituent Corporation, including liability to dissenting shareholders. Any claim existing, or action or proceeding pending, by or against the Constituent Corporation, may be prosecuted to Judgment, with right of appeal, as if the merger had not taken place, or the Surviving Corporation may be substituted in its place; (4) all the rights of creditors of the Constituent Corporation shall be preserved unimpaired, and all liens upon the property of the Constituent Corporation shall be preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time.

ARTICLE 5

Abandonment and Termination

This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time, whether before or after submission to or approval by the shareholders of Custom and Cintas.

ARTICLE 6

Miscellaneous

6.1 Each party to this Agreement may, in whole or in part and to the extent permitted by law, waive, by written instrument, the performance of any of the obligations or acts of the other party, or waive any inaccuracies in the representations contained herein or in any document delivered pursuant to this Agreement, or extend the time of the performance of any of the obligations or other acts of the other party.

6.2 This Agreement may be amended by mutual agreement of the parties at any time prior to the Effective Time.

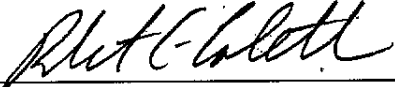
6.3 This Agreement is not assignable by either party in any respect without the prior written consent of the others.

6.4 This Agreement shall be governed by and interpreted in accordance with the laws of the State of Nevada.


6.5 This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall together constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first stated above by their duly authorized officers.

CUSTOM UNIFORM SERVICE, INC.

By: 
Name: Robert E. Coletti
Title: Assistant Secretary

CINTAS CORPORATION NO. 3

By: 
Name: Robert E. Coletti
Title: Assistant Secretary