

F 96000006302

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CUSTOM AIR CONDITIONING, INC., a Florida corporation, document number
F28438

into

PALM BEACH ACQUISITION SUB, INC., a Tennessee corporation
F96000006302

File date: December 20, 1996

Corporate Specialist: Karen Gibson

**CORPORATE
ACCESS
INC.**

P.O. Box 370 (323) 223-7666 ~ (904) 223-2666 or (800) 949-1666 • Fax (904) 223-1666

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Manager
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FLORIDA

1.) *Custom Air Conditioning*
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ARTICLES OF MERGER
BETWEEN CUSTOM AIR CONDITIONING, INC., A FLORIDA CORPORATION,
AND PALM BEACH ACQUISITION SUB, INC., A TENNESSEE CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 607.1103 and the related sections of The Florida Business Corporation Act, CUSTOM AIR CONDITIONING, INC., a Florida corporation, and PALM BEACH ACQUISITION SUB, INC., a Tennessee corporation, hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between CUSTOM AIR CONDITIONING, INC. and PALM BEACH ACQUISITION SUB, INC. have been approved and adopted by each of the Corporations, their Boards of Directors, and their Shareholders in accordance with the provisions of Florida Statutes 607.1105, 607.1107, 607.1103, 607.1102, 607.1101, other applicable sections of the The Florida Business Corporation Act and the applicable provisions of The Tennessee Business Corporation Act.

2. The Plan of Merger was adopted by the Board of Directors of CUSTOM AIR CONDITIONING, INC. on December 2, 1996 and duly approved by the affirmative vote of the majority of all votes entitled to cast votes by the Shareholders of CUSTOM AIR CONDITIONING, INC. on December 2, 1996. The Plan of Merger was adopted by the Board of Directors of PALM BEACH ACQUISITION SUB, INC. on December 2, 1996 and duly approved by an affirmative vote of the required percentage of all votes entitled to cast by Shareholders of PALM BEACH ACQUISITION SUB, INC. on December 3, 1996 in accordance with the laws of the State of Tennessee.

3. The Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the laws of the State of Florida and by the laws of the State of Tennessee and are not in violation of the Articles of Incorporation of CUSTOM AIR CONDITIONING, INC. or of PALM BEACH ACQUISITION SUB, INC.

4. The Plan of Merger shall be effective upon the filing of Articles of Merger with the Secretary of State of the State of Tennessee or with the

Florida Department of State of the State of Florida, whichever filing occurs last.

5. Upon the effective date of filing and upon the effective date of the Plan of Merger, CUSTOM AIR CONDITIONING, INC. shall cease to exist as a separate corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective authorized Officers as of this 19th day of December, 1996.

CUSTOM AIR CONDITIONING, INC.
a Florida corporation

BY: Virginia Phillips
Virginia Phillips, President

PALM BEACH ACQUISITION SUB, INC.,
a Tennessee corporation

BY: Alan R. Stelbeck
Alan R. Stelbeck,
Chief Executive Officer

PLAN OF MERGER

WHEREAS, Palm Beach Acquisition Sub, Inc. ("Sub") is a corporation duly organized and validly existing under the laws of the State of Tennessee;

WHEREAS, Custom Air Conditioning, Inc. d/b/a Service Experts of Palm Beach (the "Company") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of Sub and the Company have each determined that it is advisable that the Company merge with and into Sub upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the Boards of Directors of Sub and the Company have approved an Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 24, 1996, among the Company, Sub and Service Experts, Inc., the parent corporation of Sub ("SEI");

NOW, THEREFORE, Sub and the Company hereby agree to merge into a single corporation as follows:

FIRST: The Company shall submit this Plan of Merger to its shareholders for their approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "Florida Act"), and Sub shall submit the Merger to its sole shareholder for approval pursuant to Section 48-21-104 of the Tennessee Business Corporation Act, as amended (the "Tennessee Act").

SECOND: Following the approval of the Plan of Merger by the shareholders of the Company and the sole shareholder of Sub, and provided that this Plan of Merger has not

been terminated by either Sub or the Company, Sub will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Tennessee pursuant to Section 48-21-107 of the Tennessee Act, and with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and shall cause a copy of the Articles of Merger, certified by the Secretary of State of the State of Tennessee, to be recorded in the Register's Office in the County of Davidson, Tennessee in accordance with the provisions of Section 48-11-303 of the Tennessee Act.

THIRD: The Merger shall become effective on the later of the filing of the Articles of Merger with the Secretary of State of Florida and the Secretary of State of Tennessee, such time being hereinafter referred to as the "Effective Time."

FOURTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, the holders of shares of Common Stock, \$1.00 par value per share, of the Company ("Company Common Stock") shall be entitled to receive a number of shares of Common Stock, \$.01 par value per share (the "SEI Common Stock"), of Service Experts, Inc. ("SEI") and cash based on the following:

(a) At the Effective Time, the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time, other than treasury shares to be cancelled and other than shares held by dissenting shareholders (the "Dissenting Shares"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an aggregate of \$4,023,520, consisting of shares of SEI Common Stock (based on a per share price of \$16.50) and cash. Each Dissenting Share shall be converted into the right to receive payment from SEI with respect thereto in accordance with the Florida Business Corporation Act.

(b) An aggregate of 10% of the shares of SEI Common Stock to be issued shall be held in escrow pursuant to the terms and conditions of an escrow agreement.

(c) On and after the Effective Time, all of the certificates outstanding immediately prior to the Effective Time theretofore representing shares of Company Common Stock (other than Dissenting Shares) shall be deemed for all purposes to evidence ownership of and to represent the number of shares of SEI Common Stock and cash into which the shares of Company Common Stock theretofore represented thereby shall have been converted. Immediately after the Effective Time and upon surrender of certificates representing the Company Common Stock, SEI shall deliver to each of the Company's shareholders one or more certificates representing the number of shares of SEI Common Stock and cash calculated in accordance with Paragraph 4(a) above. SEI will not pay any dividend or make any distribution on shares of SEI Common Stock (with a record date on or after the Effective Time) to any record holder of the Company Common Stock until the holder surrenders for exchange his certificates which represented the Company Common Stock. No fractional shares of SEI Common Stock will be issued. The Company's stockholders otherwise entitled to receive a fractional share shall be entitled to receive cash in an amount equal to such fraction multiplied by the average of the closing sales prices of SEI Common Stock as quoted on The Nasdaq Stock Market's National Market over the ten trading days immediately prior to the Closing Date, in lieu of fractional shares.

FIFTH: As of the Effective Time, the Company shall be merged with and into Sub on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Act and the Florida Act. Thereupon, the separate existence of the Company shall cease, and Sub, as the surviving corporation, shall continue to exist under an' be governed by

the Tennessee Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Sub and the Company, and all real property or other property of Sub or the Company shall be vested in and be the property of Sub without reversion or impairment; and all debts due to either Sub or the Company shall be vested in and be the property of Sub; and all debts, liabilities and duties of Sub or the Company shall thenceforth attach to Sub and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Charter of Sub in effect as of the Effective Time is hereby amended as follows: Article I of the Charter of Sub is amended by changing the name to "Custom Air Conditioning, Inc. d/b/a Service Experts of Palm Beach."

SEVENTH: The Charter of Sub, as amended hereby, but subject to change from time to time by the Board of Directors or the shareholders of Sub, shall govern the surviving corporation.

EIGHTH: The Bylaws of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Sub, shall govern the surviving corporation.

NINTH: Sub and the Company, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Company or the sole shareholder of Sub; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of the Company or the sole shareholder of Sub in a manner that is materially adverse to such shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger

Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the shareholders of Company and the sole shareholder of Sub.

Date: December 1, 1996

**CORPORATE
ACCESS
INC.**

1100-D T...
P.O. Box 706 (321) 537-6666 ~ (904) 222-5666 ~ (904) 969-1666 ~ (904) 969-1666

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12/4/96 (C-50)

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Foreign

1.) Palm Beach Acquisition Sub, Inc.
(CORPORATE NAME & DOCUMENT #)

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96 DEC -4 AM 11:37
DIVISION OF CORPORATION

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96 DEC -4 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Palm Beach Acquisition Sub, Inc.

(Name of corporation; the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee

(State or country under the law of which it is incorporated)

3. 10/29/96
(Date of Incorporation)

4. perpetual

(Duration)

5. Applying

(Federal Employer Identification number, if applicable)

6. December 1, 1996

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1134 Murfreesboro Road, Nashville, Tennessee 37217

(Current mailing address)

8. Service and repair of HVAC equipment

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: see attached Exhibit A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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96 DEC -4 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. WILLIAM

President: see Attached Exhibit A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

Florida 32301

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

Douglas W. Junker
(Officer)

Authorized Representative
(Type Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Anthony Schofield

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Anthony Schofield, Secretary

(Name and capacity of person signing application)

EXHIBIT A

OFFICERS

Alan R. Sielbeck, President

1134 Murfreesboro Road
Nashville, Tennessee 37217

Anthony Schofield, Secretary

1134 Murfreesboro Road
Nashville, Tennessee 37217

DIRECTORS

Alan R. Sielbeck, Director

1134 Murfreesboro Road
Nashville, Tennessee 37217

Anthony Schofield, Director

1134 Murfreesboro Road
Nashville, Tennessee 37217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/02/1996
REQUEST NUMBER: 96337111
TELEPHONE CONTACT: (615) 741-6488
CHARTER/QUALIFICATION DATE: 10/29/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0320001
JURISDICTION: TENNESSEE

TO:
WALLER LANSDEN DORTCH & DAVIS
511 UNION ST
SUITE 2100
NASHVILLE, TN 37219

REQUESTED BY:
WALLER LANSDEN DORTCH & DAVIS
511 UNION ST
SUITE 2100
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PALM BEACH ACQUISITION SUB, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/02/96

FROM:
WALLER LANSDEN ETC (511 UNION/NASHVILLE)
SUITE 2100
511 UNION STREET
NASHVILLE, TN 37219-1760

RECEIVED: FEES \$170.00 \$170.00
TOTAL PAYMENT RECEIVED: \$340.00

RECEIPT NUMBER: 00002036489
ACCOUNT NUMBER: 00000832



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Palm Beach Acquisition Sub, Inc.
(Corporation Name) (Document #)

2 None
(Corporation Name) (Document #) Change

3 None
(Corporation Name) (Document #) Amend

4 None
(Corporation Name) (Document #)

☒ Walk In

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AMENDMENTS	
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<input type="checkbox"/>	Resignation of R. A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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Examiner's Initials

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED
97 JUL -3 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Palm Beach Acquisition Sub, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Tennessee
3. Date authorized to do business in Florida: December 4, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 20, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Custom Air Conditioning, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Anthony Schofield
Signature

Anthony Schofield

Typed or printed name

March 25, 1997

Date

Secretary

Title

State of Tennessee

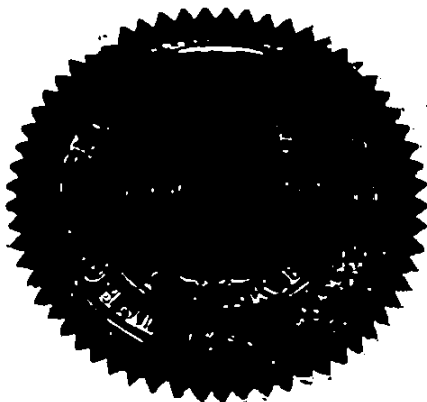


Department of State

I, RILEY C. DARNELL, Secretary of State of the State of Tennessee, do hereby certify that Articles of Merger and Plan of Merger by and between PALM BEACH ACQUISITION SUB, INC., a Tennessee Corporation, and CUSTOM AIR CONDITIONING, INC., a Florida Corporation, Merging with and into a Single Corporation, PALM BEACH ACQUISITION SUB, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation, were filed in this office on December 20, 1996.

I FURTHER CERTIFY that at the time of the Merger the Surviving Corporation, PALM BEACH ACQUISITION SUB, INC., a Tennessee Corporation, changed its name to:

CUSTOM AIR CONDITIONING, INC.



In Witness Whereof, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 6th day of Dec in the year of our Lord nineteen hundred ninety-six

Riley C. Darnell
Secretary of State
by Neal D. Harrell

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN

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(Signature)

____ CERTIFIED COPY ____

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1.) Holiday Air Conditioning, Inc.
(CORPORATE NAME & DOCUMENT #)

✓ Merger

2.) _____
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(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

F96000006302

ARTICLES OF MERGER
Merger Sheet

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MERGING:

HOLIDAY AIR CONDITIONING, INC., a Florida corporation 462735

into

CUSTOM AIR CONDITIONING, INC., a Tennessee corporation F96000006302

File date: September 19, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1997

Corporate Access, Inc.
1116-D Thomasville Road
Mount Vernon Square
Tallahassee, FL 32303

SUBJECT: CUSTOM AIR CONDITIONING, INC.
Ref. Number: F96000006302

We have received your document for CUSTOM AIR CONDITIONING, 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):


The surviving corporation will need to submit an application to change its name and a certificate from its home state evidencing the name change. Please see the attached application.

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

Annette Hogan
Corporate Specialist

Letter Number: 897A00046663

Corrected
9/22/97



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97 SEP 22 PM 1:56
DIVISION OF CORPORATION

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97 SEP 19 PM 1:56
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

Holiday Air Conditioning, Inc.
(a Florida corporation)

WITH AND INTO

Custom Air Conditioning, Inc.
(a Tennessee corporation)

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, Custom Air Conditioning, Inc., a Tennessee corporation ("Surviving Corporation"), and Holiday Air Conditioning, Inc., a Florida corporation ("Holiday"), hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between Surviving Corporation and Holiday, which is incorporated herein by reference, has been approved and adopted by each of the corporations in accordance with the provisions of Sections 48-21-104, 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act and the applicable provisions of the Florida Business Corporation Act.
2. The Plan of Merger was duly approved by the Board of Directors of Holiday on September 19, 1997, and was duly approved on September 19, 1997, by a majority of all the votes entitled to be cast on the Plan of Merger by the shareholders of Holiday entitled to vote thereon in accordance with the laws of the State of Florida; was adopted by the Board of Directors of Surviving Corporation on September 19, 1997, and duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast by the shareholders of Surviving Corporation on July 23, 1997, in accordance with the laws of the State of Tennessee.
3. The Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the laws of Tennessee and by Holiday's Articles of Incorporation.
4. The Plan of Merger shall be effective upon filing of these Articles of Merger with the Secretary of State of the State of Tennessee.
5. On the date of filing of these Articles of Merger, Holiday shall cease to exist as a separate corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 19th day of September, 1997.

CUSTOM AIR CONDITIONING INC.

By: _____
Anthony M. Schofield
Secretary

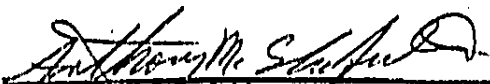
HOLIDAY AIR CONDITIONING, INC.

By: Annemarie C. Raygor
Annemarie C. Raygor
President

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IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 19th day of September, 1997.

CUSTOM AIR CONDITIONING INC.

By: 
Anthony M. Schofield
Secretary

HOLIDAY AIR CONDITIONING, INC.

By: _____
Annemarie C. Raygor
President

PLAN OF MERGER

WHEREAS, Custom Air Conditioning, Inc. d/b/a Service Experts of Palm Beach ("Sub") is a corporation duly organized and validly existing under the laws of the State of Tennessee;

WHEREAS, Holiday Air Conditioning, Inc. (the "Company") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of Sub and the Company have each determined that it is advisable that the Company merge with and into Sub upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the Boards of Directors of Sub and the Company have approved an Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 19, 1997, among the Company, the shareholders of the Company, Sub and Service Experts, Inc., the parent corporation of Sub ("SEI");

NOW, THEREFORE, Sub and the Company hereby agree to merge into a single corporation as follows:

FIRST: The Company shall submit this Plan of Merger to its shareholders for their approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "Florida Act"), and Sub shall submit the Plan of Merger to its sole shareholder for approval pursuant to the

applicable provisions of the Tennessee Business Corporation Act, as amended (the "Tennessee Act").

SECOND: Following the approval of the Plan of Merger by the shareholders of the Company and the sole shareholder of Sub, and provided that this Plan of Merger has not been terminated by either Sub or the Company, Sub will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and with the Secretary of State of the State of Tennessee pursuant to Section 48-21-107 of the Tennessee Act, and shall cause a copy of the Articles of Merger, certified by the Secretary of State of the State of Tennessee, to be recorded in the Register's Office in the County of Davidson, Tennessee in accordance with the provisions of Section 48-11-303 of the Tennessee Act.

THIRD: The Merger shall become effective on the later of the filing of the Articles of Merger with the Secretary of State of Tennessee and the Secretary of State of Florida, such time being hereinafter referred to as the "Effective Time."

FOURTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, the holders of shares of Common Stock, \$75.00 par value per share, of the Company ("Company Common Stock") shall be entitled to receive cash or otherwise immediately available funds in the amount of \$80,000 (the "Cash") and a

number of shares of Common Stock, \$.01 par value per share (the "SEI Common Stock"), of Service Exports, Inc. ("SEI") based on the following:

(a) At the Effective Time, the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time, other than treasury shares to be cancelled and other than shares held by dissenting shareholders (the "Dissenting Shares"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an aggregate of \$390,000 (the "Purchase Price"), consisting of the Cash and shares of SEI Common Stock (based on a per share price of \$25.975). Each Dissenting Share shall be converted into the right to receive payment from SEI with respect thereto in accordance with the Florida Business Corporation Act.

(b) An aggregate of 10% of the Purchase Price shall be held in escrow pursuant to the terms and conditions of an escrow agreement.

(c) On and after the Effective Time, all of the certificates outstanding immediately prior to the Effective Time theretofore representing shares of Company Common Stock (other than Dissenting Shares) shall be deemed for all purposes to evidence ownership of and to represent the number of shares of SEI Common Stock into which the shares of Company Common Stock theretofore represented thereby shall have been converted. Immediately after the Effective Time and upon surrender of certificates representing the Company Common Stock, SEI shall deliver to the Company's shareholders one or more certificates

representing the number of shares of SEI Common Stock calculated in accordance with Paragraph 4(a) above. SEI will not pay any dividend or make any distribution on shares of SEI Common Stock (with a record date on or after the Effective Time) to any record holder of the Company Common Stock until the holder surrenders for exchange his certificates which represented the Company Common Stock. No fractional shares of SEI Common Stock will be issued. The Company's shareholders otherwise entitled to receive a fractional share shall be entitled to receive cash in an amount equal to such fraction multiplied by the average of the closing sales prices of SEI Common Stock as quoted on New York Stock Exchange for the five (5) trading days immediately prior to the Closing Date, in lieu of fractional shares.

FIFTH: As of the Effective Time, the Company shall be merged with and into Sub on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Act and the Florida Act. Thereupon, the separate existence of the Company shall cease, and Sub, as the surviving corporation, shall continue to exist under and be governed by the Tennessee Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Sub and the Company, and all real property or other property of Sub or the Company shall be vested in and be the property of Sub without reversion or impairment; and all debts due to either Sub or the Company shall be vested in and be the property of Sub; and all debts, liabilities and duties of Sub or the Company shall thenceforth attach to Sub and may be enforced against it

to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Charter of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the sole shareholder of Sub, shall govern the surviving corporation.

SEVENTH: The Bylaws of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the sole shareholder of Sub, shall govern the surviving corporation.

EIGHTH: Sub and the Company, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Company or the sole shareholder of Sub; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of the Company or the sole shareholder of Sub in a manner that is materially adverse to such shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the shareholders of Company and the sole shareholder of Sub.

Date: September 19, 1997