

Document Number Only

F980000002134

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002505661--4
-04/29/98--01088--003
*****70.00 *****70.00

Mersen

*DeLand Heating & Air Conditioning Company
merging into: DeLand Acquisition Sub, Inc.*

- | | | |
|--|---|--|
| <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"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" 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 | | |

Name	5/1/98
Availability	
Document Examiner	<i>Don</i>
Updater	<i>Don</i>
Verifier	<i>Don</i>
Acknowledgment	<i>Don</i>
W.P. Verifier	<i>Don</i>

Please Return Extra Copies
File Stamped.
Thank You!!

4/2

Hope

**00789, 00524, 00672*

RECEIVED
 98 APR 29 PM 5:18
 DIVISION OF CORPORATION
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

DELAND HEATING & AIR CONDITIONING COMPANY, a Florida corporation
316049

into

DELAND ACQUISITION SUB, INC., a Tennessee corporation F98000002134

File date: April 29, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 30, 1998

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

SUBJECT: DELAND ACQUISITION SUB, INC.
Ref. Number: F98000002134

We have received your document for DELAND ACQUISITION SUB, 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 correct the name DELAND HEATING & AIR CONDITIONING CO so it will be the same as it appears on our records (see attached printout). If you wish to change the name of the surviving corporation you will need to file a name change application and include a certified copy from Tennessee.

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

Annette Hogan
Corporate Specialist

Letter Number: 398A0002368

RECEIVED
08 APR 30 PM 4:00
DIVISION OF CORPORATIONS

Annette,
Please Backdate. Thank You! Thanks
A million!
Hope
Paragraph 6 has been deleted.

See page 4 - paragraph
6. The surviving corp is
changing its name

**ARTICLES OF MERGER
OF
DELAND HEATING & AIR CONDITIONING COMPANY
(a Florida corporation)**

INTO

**DELAND ACQUISITION SUB, INC.
(a Tennessee corporation)**

FILED
98 APR 29 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, DeLand Heating & Air Conditioning Company, a Florida corporation (the "Company"), and DeLand Acquisition Sub, Inc., a Tennessee corporation (the "Sub"), hereby adopt the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

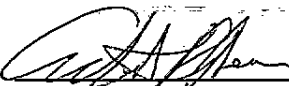
2. As to the Company, the Plan of Merger was duly adopted by the sole shareholder of the Company on April 6, 1998.

3. As to Sub, the Plan of Merger was duly adopted by the sole shareholder of Sub on April 6, 1998. As to Sub, the Plan of Merger and the performance of its terms were duly authorized by all action required by the State of Tennessee.


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

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 29th day of April, 1998.

**DELAND HEATING & AIR
CONDITIONING COMPANY**

By: 
Arbert R. Rosen
President

DELAND ACQUISITION SUB, INC.

By: 
Name: Alan R. Siebuck
Title: President

PLAN OF MERGER

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

WHEREAS, DeLand Heating & Air Conditioning Company (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 April 6, 1998, among the Company, the sole shareholder 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 sole shareholder for 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 sole shareholder 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 Florida pursuant to the applicable provisions of the Florida Act, and with the Secretary of State of the State of Tennessee pursuant to Sections 48-21-107 and 48-21-109 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, no 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 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 \$932,052.00 (the "Purchase Price"), consisting of shares of SEI Common Stock (based on a per share price of \$33.4125) and \$466,026.00 cash.

Each Dissenting Share shall be converted into the right to receive payment from SEI with respect thereto in accordance with the Florida 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 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 the Company's sole shareholder 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 and dividend or make any distribution on shares of SEI Common Stock (with a record date on or after the Effective Time) to the 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 sole shareholder 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 ending on the second trading day 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

SEVENTH: 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.

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 sole shareholder 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 sole shareholder of the Company or the sole shareholder of Sub; provided, however, that no such amendment, modification or supplement shall affect the rights of the sole shareholder 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 sole shareholder of Company and the sole shareholder of Sub.

Date: April 29th, 1998