

F98000004692



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WALK IN

PICK UP 10/5/98



✓ CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING Merger

1.) Womack - O' Bannon + Choco, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

Merger

See 10/6

ARTICLES OF MERGER
Merger Sheet

MERGING:

WOMACK, O'BANNON & CHOCO, INC., a Florida corporation, P95000066147

INTO

B & M CLEARWATER ACQUISITION SUB, INC., a Tennessee corporation, ...
F98000004692

File date: October 5, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
WOMACK-O'BANNON & CHOCO, INC.
d/b/a B & M HEATING & COOLING
INTO
B & M CLEARWATER ACQUISITION SUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101, et. Seq. of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. 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 filing of Articles of Merger with the Secretary of State of Tennessee.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
Womack-O'Bannon & Choco, Inc. d/b/a B & M Heating & Cooling A Florida corporation	September 30, 1998
B & M Clearwater Acquisition Sub, Inc. A Tennessee corporation	September 30, 1998

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Womack-O'Bannon & Choco, Inc. d/b/a B & M Heating & Cooling A Florida corporation	600
B & M Clearwater Acquisition Sub, Inc. A Tennessee corporation	100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Womack-O'Bannon & Choco, Inc. d/b/a B & M Heating & Cooling A Florida corporation	600	0
B & M Clearwater Acquisition Sub, Inc. A Tennessee corporation	100	0

Dated: September 30, 1998

**WOMACK-O'BANNON
& CHOCO, INC.**
d/b/a B & M Heating & Cooling
A Florida corporation

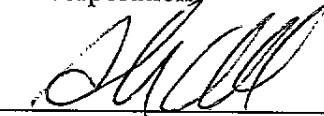
By: Bruce Womack
Bruce Womack
Its: President

And: James M. O'Bannon
James M. O'Bannon
Its: Secretary

**B & M CLEARWATER
ACQUISITION SUB, INC.**

A Florida corporation

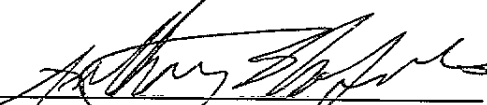
By: _____



Alan Sielback

Its: President

And: _____



Anthony M. Schofield

Its: Secretary

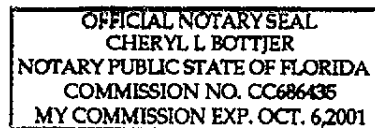
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of September, 1998 by Bruce Womack, as President of Womack-O'Bannon & Choco, Inc. d/b/a B & M Heating & Cooling, and by James M. O'Bannon, as Secretary of Womack-O'Bannon & Choco, Inc. d/b/a B & M Heating & Cooling, who are personally known to me.

Cheryl L. Bottjer
Notary Public

Printed Name: _____

My Commission Expires:



STATE OF TENNESSEE
COUNTY OF DAVIDSON

The foregoing instrument was acknowledged before me this 30th day of September, 1998 by Alan R. Sielback, as President of B & M Clearwater Acquisition Sub, Inc., and by Anthony R. Schofield, as Secretary of B & M Clearwater Acquisition Sub, Inc., who are personally known to me.

Caroline C. Jones
Notary Public

Printed Name: Caroline C. Jones

My Commission Expires:

My Commission Expires JULY 28, 2001

PLAN OF MERGER

A. The name of the Merging Entity is Womack-O'Bannon & Choco, Inc., d/b/a B&M Heating & Cooling, a Florida corporation.

B. The name of the Surviving Entity is B&M Clearwater Acquisition Sub, Inc., a Tennessee corporation.

C. The manner and basis of converting the shares of capital stock of the Merging Entity, or the cash or other consideration to be paid or delivered upon surrender of such shares of capital stock of the Merging Entity, is as follows:

1. Each share of capital stock of the Surviving Entity issued and outstanding on the effective date of the merger shall thereupon, without further action, be and remain one share of the capital stock of the Surviving Entity.

2. All shares of capital stock of the Merging Entity issued and outstanding as of the effective date of the merger and all rights in respect thereof, shall be canceled forthwith on the effective date of the merger and shall become the right to receive a certain amount of cash and convertible notes convertible into common stock in Service Experts, Inc., a Delaware corporation and sole shareholder of the Surviving Entity.

D. Other provisions with regard to the merger are as follows:

1. The effective date of this merger shall be upon the filing of the Articles of Merger with the Secretary of State of Tennessee.

2. On the effective date, the Charter of the Surviving Entity, as it shall exist on such date, shall be and remain the Charter of the Surviving Entity until the same shall be altered, amended or repealed as provided therein by law.

3. On the effective date, the bylaws of the Surviving Entity, as it exists on such date, shall be and remain the bylaws of the Surviving Entity until the same shall be altered, amended or repealed as therein provided.

4. On the effective date, the present shareholders of the Surviving Entity shall remain the shareholders of the Surviving Entity.

5. On the effective date, the present shareholders of the Merging Entity shall cease to be shareholders of the Surviving Entity.

6. On the effective date, the Surviving Entity shall possess all the rights, privileges, immunities and franchises, of a public as well as private nature, of the Merging Entity and the Surviving Entity, and all property, real, personal and mixed, all debts due on whatever account and any member interests, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Entity or the Surviving Entity, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either the Merging Entity or the Surviving Entity shall not revert or be in any way impaired by the merger. Such transfer to and vesting in the Surviving Entity shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required by express provision in a contract, agreement, decree, order or other instrument to which the Merging Entity or the Surviving Entity is a party or by which it is bound.

7. If, at any time after the effective date, the Surviving Entity shall consider or be advised that any instruments or further assurances are necessary or desirable in order to evidence the vesting in the Surviving Entity of the title of the Merging Entity to any of their properties or rights, privileges, powers, franchise or immunities, then the last acting officers of the Merging Entity or the corresponding officers of the Surviving Entity are hereby authorized to execute and acknowledge all such instruments of further assurance and to do such other acts or things in the name of the Merging Entity as may be requisite or desirable to carry out the intent and purposes of this Plan of Merger.