

H31534

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November 23, 1999

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 NOV 29 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/2000

Re: Merger of Cole Industries, Inc. and Advantage Cleaning Supply, Inc.

Dear Sir:

Enclosed for filing are the original and one copy of Articles of Merger for the above-referenced matter. Also enclosed is our check in the amount of \$70.00 representing your filing fee for this document.

Please date stamp and return the copy of the Articles of Merger to us at your earliest convenience. A stamped, self-addressed envelope is enclosed for this purpose.

Sincerely,

Dana H. Perry

Dana H. Perry
Legal Assistant to
George E. Loomis

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encs. 3

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*****70.00 *****70.00

Merger

V. SHEPARD DEC 9 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANTAGE CLEANING SUPPLY, INC., a Florida corporation, P98000009649

INTO

COLE INDUSTRIES, INC., a Florida entity, H31534.

File date: November 29, 1999 , effective January 1, 2000

Corporate Specialist: Velma Shepard

FILED
99 NOV 29 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/2000

**ARTICLES OF MERGER
OF
COLE INDUSTRIES, INC.**
(Document #: H31534)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are COLE INDUSTRIES, INC. (Document Number: H21534) and ADVANTAGE CLEANING SUPPLY, INC. (Document Number: 98000009649).

COLE INDUSTRIES, INC., is the surviving corporation.

2. On November 15, 1999, the attached Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and provides: that the 100 shares of Advantage Cleaning Supply, Inc. shall be converted to 1 share of Cole Industries, Inc.; that the Articles of Incorporation for Cole Industries, Inc., shall continue to be the Articles after the merger is effective; that the officers and directors of Cole Industries, Inc., shall continue as the officers and directors of the surviving corporation; that Cole Industries, Inc., will continue to use the name "Advantage Cleaning Supply" to distinguish the portion of its merged operations previously done by Advantage Cleaning Supply, Inc.; that the merger shall become effective January 1, 2000.

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

Corporation	Total Shares Outstanding	Class	Number Of Shares
Cole Industries, Inc.	1	Common	1
Advantage Cleaning Supply, Inc.	100	Common	100

4. As to each of the undersigned corporations, the total number of shares voted for

and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Corporation	Total Shares		Class - Common	
	Voted For	Voted Against	Voted For	Voted Against
Cole Industries, Inc. Advantage Cleaning Supply, Inc.	1	0	1	0
	100	0	100	0

15 The shareholders of Cole Industries, Inc., adopted the plan of merger on November 15, 1999.

The shareholders of Advantage Cleaning Supply, Inc., adopted the plan of merger on November 15, 1999.

Dated this 15th day of November, 1999.

COLE INDUSTRIES, INC.

ADVANTAGE CLEANING SUPPLY, INC.

By: Linda Coley
Name: Linda Coley
Its: President

By: Linda Coley
Name: Linda Coley
Its: President

ATTEST:

ATTEST:

By: Linda Coley
Name: Linda Coley
Its: Secretary

By: Linda Coley
Name: Linda Coley
Its: Secretary

Corporate Seal

Corporate Seal

Cole Industries, Inc.
(Document #: H31534)

&

Advantage Cleaning Supply, Inc.
(Document #: 98000009649)

PLAN OF MERGER

PLAN OF MERGER dated this 15th day of November 1999, between COLE INDUSTRIES, INC., referred to as the surviving corporation, and ADVANTAGE CLEANING SUPPLY, INC., referred to as the absorbed corporation.

STIPULATIONS

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 140 Lurton Street, Pensacola, Florida 32505.

B. Surviving corporation has a capitalization of 10,000 authorized shares of \$1.00 par common stock, of which 1 share is issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 140 Lurton Street, Pensacola, Florida 32505.

D. Absorbed corporation has a capitalization of 10,000 authorized shares of \$1.00 par common stock of which 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that ADVANTAGE CLEANING SUPPLY, INC., be merged into COLE INDUSTRIES, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

IN CONSIDERATION OF THE MUTUAL COVENANTS, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Advantage Cleaning Supply, Inc., the absorbed corporation, shall merge with and into Cole Industries, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. Such property and rights shall include the right to continue to use the name "ADVANTAGE CLEANING SUPPLY." The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) The one hundred shares of the common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the

effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 30, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be January 1, 2000.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before November 30, 1999, or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

COLE INDUSTRIES, INC.

ADVANTAGE CLEANING SUPPLY, INC.

By: Linda Coley
Name: Linda Coley
Its: President

By: Linda Coley
Name: Linda Coley
Its: President

ATTEST:

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By: Linda Coley
Name: Linda Coley
Its: Secretary

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Corporate Seal

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