

Division of Corporations

H53351

Florida Department of State
Division of Corporations
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From: **KAREN LABORDE**

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DARLENE: PER OUR TELEPHONE CONVERSATION THIS AFTERNOON, PLEASE HOLD THE ATTACHED ARTICLES OF MERGER UNTIL I CALL YOU TO GIVE THE "OKAY" TO FILE (ADAPTING WIRE TRANSFER).
MERGER OR SHARE EXCHANGE

KAREN

S.L. PAGE CORPORATION

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PAGE ACQUISITION CORP., a Florida corporation, P99000101950

INTO

S.L. PAGE CORPORATION, a Florida entity, H53351

File date: December 10, 1999

Corporate Specialist: Darlene Connell

12/13/99 12:14 FAX 941 334 4100

Henderson, Frank

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(850)487-6013

12/13/99 10:31 F1 Dept of State

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

S.L. PAGE CORPORATION
10879 METRO PKWY
FORT MYERS, FL 33912

SUBJECT: S.L. PAGE CORPORATION
REF: H53351

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE FAX AUDIT NUMBER, AT THE TOP OF THE FIRST PAGE OF THE DOCUMENT, IS INCORRECT. PLEASE CORRECT.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000031558
Letter Number: 499A00058383

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
PAGE ACQUISITION CORP.
(a Florida corporation)**

INTO

**S.L. PAGE CORPORATION
(a Florida corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, S. L. Page Corporation, a Florida corporation (the "Company"), and Page Acquisition Corp., a Florida corporation ("Newco"), 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 shareholders of the Company on December 10, 1999.
3. As to Newco, the Plan of Merger was duly adopted by the shareholders of Newco on December 10, 1999.
4. The Plan of Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

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Henderson, Frank

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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 10 day of December, 1999.

S. L. PAGE CORPORATION

PAGE ACQUISITION CORP.

By: _____

Stephen L. Page, President

By: _____

F. Traynor Beck, President

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Exhibit A

PLAN OF MERGER

WHEREAS, S. L. Page Corporation (the "Company") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, Page Acquisition Corp. ("Newco") is a corporation duly organized and validly existing under the laws of the State of Florida;

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

WHEREAS, the Boards of Directors of the Company and Newco have approved an Agreement and Plan of Reorganization (the "Merger Agreement") dated as of December 10, 1999, among Newco, the Company, Building One Services Corporation, a Delaware corporation and the parent company of Newco ("BOS"), and the shareholders of the Company.

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

FIRST: Pursuant to this Plan of Merger, Newco shall be merged with and into the Company and the separate corporate existence of Newco shall thereupon cease (the "Merger"). The Company shall be the surviving corporation (the "Surviving Corporation") and shall retain its corporate identity and succeed to all of the rights, assets, liabilities and obligations of Newco and the Company.

SECOND: The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida, hereinafter referred to as the "Effective Time."

THIRD:

(a) Newco Stock. At the Effective Time, each share of Common Stock, \$.01 par value per share, of Newco issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one fully paid and nonassessable share of common stock of the Surviving Corporation.

(b) Company Securities.

(i) At the Effective Time, all of the shares of Common Stock, \$1.00 par value per share, of the Company (the "Company Common Stock"), issued and outstanding immediately

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prior to the Effective Time, other than shares to be canceled pursuant to Paragraph 3(b)(iii) hereof and other than Dissenting Shares (as defined in Paragraph 3(b)(iv) hereof) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive shares of Common Stock, \$.001 par value per share, of BOS (the "BOS Common Stock") and cash in accordance with Paragraph 3(c)(i) hereof.

(ii) As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time all shares of Company Common Stock (other than Dissenting Shares) shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of shares of Company Common Stock shall thereafter cease to have any rights with respect to such shares of Company Common Stock, except the right to receive, without interest, the cash and BOS Common Stock issuable in accordance with Paragraph 3(c)(i) hereof and the cash, if any, payable in accordance with Paragraph 3(b)(iv) hereof upon the surrender of a certificate representing such shares of Company Common Stock.

(iii) Each share of Company Common Stock issued and held in the Company's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding and shall be canceled and retired without payment of any consideration therefor.

(iv) Shares of Company Common Stock held by a shareholder who has properly exercised dissenters' rights with respect thereto (the "Dissenting Shares") in accordance with Section 607.1320 *et seq.* of the Florida Business Corporation Act and who has not withdrawn or lost said dissenters' rights shall not be converted into shares of BOS Common Stock, but shall, from and after the Effective Time, represent only the right to receive such consideration as may be determined to be due such dissenting shareholder pursuant to the Florida Business Corporation Act. From and after the Effective Time, a shareholder of the Company who has properly exercised such dissenters' rights and who has not withdrawn or lost said dissenters' rights shall no longer retain any rights of a shareholder of the Company, except those provided by the Florida Business Corporation Act.

(c) Purchase Price; Exchange of Certificates.

(i) As of the Effective Time and except as provided in Paragraph 3(c)(ii) hereof and subject to the adjustments set forth in Section 2 of the Merger Agreement, in exchange for certificates representing all of the issued and outstanding shares of Company Common Stock, the purchase price (the "Purchase Price") to be paid to the Shareholders by BOS shall in the aggregate equal Four Million Four Hundred Thousand Dollars (\$4,400,000), consisting of cash or otherwise immediately available funds in an amount equal to seventy percent (70%) of the Purchase Price (the "Cash") and certificates representing that number of shares of BOS Common Stock calculated as set forth in the Merger Agreement. The Cash shall be paid to the Shareholders at Closing (as defined in the Merger Agreement) and the balance of the Purchase Price shall be paid to the Shareholders as soon as practicable following Closing.

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(ii) An aggregate of fifteen percent (15%) of the Purchase Price (consisting of shares of BOS Common Stock valued at the Closing Price) shall be held in escrow pursuant to the terms and conditions of the Merger Agreement.

(iii) No fractional shares of BOS Common Stock shall be issued pursuant hereto. In lieu of the issuance of any fractional share of BOS Common Stock, each holder of Company Common Stock shall be entitled to receive a cash payment equal to such fractional proportion of the Closing Price of a share of BOS Common Stock.

FOURTH: The Charter of Newco in effect immediately prior to the Effective Time shall be the Charter of the Surviving Corporation, and the Charter of the Surviving Corporation shall be restated accordingly in the manner set forth in Exhibit B hereto, until duly amended in accordance with applicable law.

FIFTH: The Bylaws of Newco in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.

Dated: December 10, 1999

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EXHIBIT B

**ARTICLES OF RESTATEMENT
OF
S. L. PAGE CORPORATION**

These Articles of Restatement, pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act, were adopted in conjunction with that certain Plan of Merger by and between S. L. Page Corporation (the "Surviving Corporation") and Page Acquisition Corp. (the "Merging Corporation") wherein, pursuant to Article Fourth of the Plan of Merger, the Charter of the Merging Corporation in effect immediately prior to the Effective Time shall be the Charter of the Surviving Corporation.

FIRST: The name of the corporation (hereinafter called the "corporation") shall be **S. L. PAGE CORPORATION.**

SECOND: The principal place of business and mailing address of the corporation is: 800 Connecticut Avenue, Suite 100, Washington, D.C. 20006.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is:

One hundred (100) common shares at a par value of one cent (\$.01) per share.

FOURTH: The address of the registered office of the corporation in the State of Florida is 5317 Nautilus Drive, Cape Coral, Florida 33904 and the name of the registered agent of the corporation at such address is Stephen L. Page.

FIFTH: This corporation was incorporated on April 19, 1985, with perpetual existence thereafter.

SIXTH: The names and addresses of the incorporators as stated in Article VII of the corporation's Articles of Incorporation filed on April 19, 1985, remain the incorporators of this corporation.

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