

Document Number Only

191540

C CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002569749--2

-06/23/98--01073--021

****122.50 ****122.50

Gulfside Mechanical, Inc.

into:

CS22 Acquisition Corp.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUN 23 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFSIDE MECHANICAL, INC., a Florida corporation H91540
,

INTO

CS22 ACQUISITION CORP., a Delaware corporation not qualified in Florida

File date: June 23, 1998

Corporate Specialist: Annette Hogan

98 JUN 23 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**GULFSIDE MECHANICAL, INC.
WITH AND INTO
CS22 ACQUISITION CORP.**

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name:</u>	<u>State of Incorporation:</u>
Gulfside Mechanical, Inc. ("Gulfside")	Florida
CS22 Acquisition Corp. ("CS22")	Delaware

SECOND: The laws of the State of Delaware, where CS22 is organized, permit the merger and CS22 has complied with the General Corporation Law of the State of Delaware in effecting the merger.

THIRD: CS22 complies with Section 607.1105 F.S. as set forth below; and Gulfside complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S. A duly completed Application by Foreign Corporation for Authorization to Transact Business in Florida is being filed herewith.

FOURTH: The plan of merger is that Gulfside shall merge with and into CS22 (the "Surviving Corporation"). Each share of common stock of Gulfside shall be converted into the right to receive its pro rata interest in the aggregate consideration payable to each holder of common stock of Gulfside, which consideration consists of \$1,594,000 in cash and 2,394,000 shares of the common stock of Comfort Systems USA, Inc., a Delaware corporation. Each share of common stock of CS22 shall continue as one share of the Surviving Corporation. The name of the Surviving Corporation shall become Gulfside Mechanical, Inc., a Delaware corporation.

FIFTH: The effective date of the certificate of merger shall be immediately upon filing.

SIXTH: The plan of merger was adopted by unanimous consent of the shareholders of Gulfside Mechanical, Inc. on June 15, 1998. The plan of merger was adopted by unanimous consent of the shareholders of CS22 Acquisition Corp. on June 15, 1998.

IN WITNESS WHEREOF, CS22 Acquisition Corp. has caused this certificate to be signed by William George, its Vice President, on the 15th day of June, 1998.

CS22 ACQUISITION CORP.

By: 

William George, Vice President

GULFSIDE MECHANICAL, INC.

By: 

Name: Thomas R. Speer

Title: President

GULFSIDE MECHANICAL, INC.

By: 

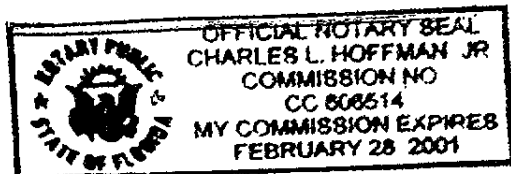
Name: Sara L. Speer


Title: Secretary

Gulfside_CS22 - Cert of Merger (FL).doc

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of June, 1998 by Thomas R. Speer as President of Gulfside Mechanical, Inc. and Sara L. Speer as Secretary of Gulfside Mechanical, Inc., both of whom are personally known to me.




NOTARY PUBLIC - STATE OF FLORIDA

Typed Name: Charles L. Hoffman, Jr.

My Commission Expires: 02-28-01