

Document Number Only

# J67673

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Tallahassee, FL	32301	222-1092	
City	State	Zip	Phone

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### CORPORATION(S) NAME

Orlando - Fix Acquisition Inc.

merging into:

Orlando Fixturing And Construction, Inc.

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|--|---|--|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger   |
| <input type="checkbox"/> NonProfit                     |   |  |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                |
| <input type="checkbox"/> Foreign                       |   |  |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc-1 / ucc-3 |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.      |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name     |
| <input checked="" type="checkbox"/> Certified Copy     | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                 |
| <input type="checkbox"/> Call When Ready               | <input 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                      |   |  |

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DIVISION OF CORPORATION  
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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

98 OCT 15 PM 1:43

## FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ORLANDO-FIX ACQUISITION INC., a Delaware corporation

INTO

**ORLANDO FIXTURING AND CONSTRUCTION, INC.**, a Florida corporation,  
J67673

File date: October 15, 1998, effective October 16, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE  
10-16-98

**FILED**  
98 OCT 15 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**ORLANDO-FIX ACQUISITION INC.**  
**(a Delaware corporation)**

**WITH AND INTO**  
**ORLANDO FIXTURING AND CONSTRUCTION, INC.**  
**(a Florida corporation)**

Pursuant to the provisions of Section 607 of the Florida Business Corporation Act, each of the undersigned corporations does hereby certify:

**FIRST:** That the name and state of incorporation of each constituent corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Orlando-Fix Acquisition, Inc.	Delaware
ORLANDO FIXTURING AND CONSTRUCTION, INC.	Florida

**SECOND:** That the name of the surviving corporation is ORLANDO FIXTURING AND CONSTRUCTION, INC.

**THIRD:** That the terms and conditions of the proposed merger, including the manner and basis of converting shares of each constituent corporation, are in accordance with the plan of merger attached hereto as Exhibit A (the "Plan of Merger").

**FOURTH:** That the Plan of Merger was unanimously approved by vote of all of the shareholders of ORLANDO FIXTURING AND CONSTRUCTION, INC. on October 2, 1998, and was unanimously approved by vote of the sole stockholder of Orlando-Fix Acquisition, Inc. on October 7, 1998.

**FIFTH:** That the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the constituent corporations.

**SIXTH:** The merger shall be effective at 8:00 a.m., Atlanta, Georgia time, on October 16, 1998.

**SEVENTH:** As provided in the Plan of Merger, the Articles of Incorporation of the surviving corporation shall be amended as set forth below and, as so amended, those Articles

of Incorporation shall be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with applicable law:

Article III of the Articles of Incorporation of the surviving corporation is amended to read in its entirety as follows:

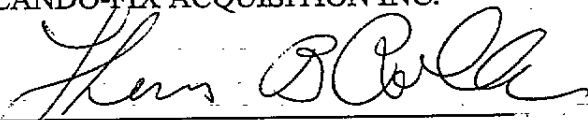
“ARTICLE III

CAPITAL STOCK


The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, having a nominal or par value of \$1.00 per share.”

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of October 11, 1998.

ORLANDO-FIX ACQUISITION INC.

By:   
Name: Thomas B. Roller  
Title: President

ORLANDO FIXTURING AND  
CONSTRUCTION, INC.

By:   
Name: Andrew J. Fleming  
Title: Vice President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**ORLANDO-FIX ACQUISITION INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**ORLANDO FIXTURING AND CONSTRUCTION, INC.**  
**(a Florida corporation)**

Pursuant to an Agreement and Plan of Reorganization to which Orlando-Fix Acquisition Inc. ("Orlando-Fix"), a Delaware corporation, and ORLANDO FIXTURING AND CONSTRUCTION, INC. ("OFI"), a Florida corporation, are parties, Orlando-Fix shall be merged with and into OFI, with OFI being the surviving corporation (the "Surviving Corporation") as set forth below (the "Merger").

The total outstanding capital stock of Orlando-Fix consists of 1,000 shares of common stock, par value \$.001 per share. The total outstanding capital stock of OFI consists of 500 shares of common stock, par value \$1.00 per share.

The terms and conditions of the Merger and the mode of carrying the same into effect are as follows:

1. Orlando-Fix shall be merged with and into OFI, with OFI to be the Surviving Corporation. The separate existence of Orlando-Fix shall cease but the existence of OFI shall continue.
2. OFI shall possess all the rights, privileges, immunities and franchises, of Orlando-Fix. All property, real, personal and mixed, and all debts due on whatever account, and all and every other interest, of or belonging to or due to Orlando-Fix shall be taken and deemed to be transferred to and vested in OFI without further act or deed. The title to any real estate, or any interest therein, vested in Orlando-Fix, shall not revert or be in any way impaired by reason of the Merger.
3. OFI shall be responsible and liable for all the liabilities and obligations of Orlando-Fix.
4. At the effective time of the Merger, by virtue of the Merger and without any action on the part of OFI, Orlando-Fix or their respective stockholders, (i) all of the then outstanding shares of common stock, par value \$1.00 per share, of OFI will (a) convert into the right to receive, without interest, on surrender of the certificates evidencing those shares, an amount of cash and a number of whole and fractional shares of the common stock of National Refrigeration Services, Inc., a Delaware corporation and the parent of Orlando-Fix, (b) cease to be outstanding and to exist and (c)

be canceled and retired; (ii) each then outstanding share of common stock, par value \$0.001 per share, of Orlando-Fix will (a) convert into one share of common stock, par value \$1.00 per share, of OFI, and the shares of common stock of OFI issued on that conversion will constitute all the issued and outstanding shares of capital stock of OFI; (iii) the Bylaws of OFI as in effect immediately prior to the effective time of the Merger shall be the Bylaws of the Surviving Corporation; and (iv) as more fully set forth below, the Articles of Incorporation of OFI as in effect immediately prior to the effective time of the Merger shall be amended to change the Surviving Corporation's authorized shares of capital stock to 1,000 shares, par value \$1.00 per share, of common stock, and, as so amended those Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation.

5. The directors and officers of OFI immediately after the effective time of the Merger shall be as follows:

Directors:

Thomas B. Roller and C. Kent Garner.

Officers:

President ..... Thomas B. Roller  
Vice President and General Manager ..... Richard L. Starcher  
Vice President, Treasurer, Controller and Secretary ..... C. Kent Garner

and shall serve until their successors have been duly elected or appointed and qualified or their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

6. The Articles of Incorporation of the Surviving Corporation shall be amended as set forth below and, as so amended, those Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with applicable law:

Article III of the Articles of Incorporation of the surviving corporation is amended to read in its entirety as follows:

"ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, having a nominal or par value of \$1.00 per share."

- End of Exhibit A -