

K55572

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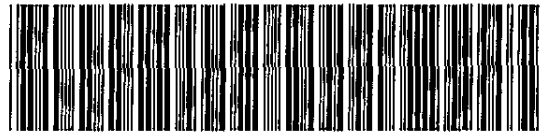
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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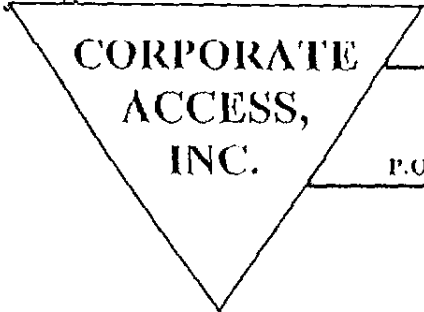
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06/25/04 10:03:00 118.75

EFFECTIVE DATE
6/30/04

RECEIVED
04 JUN 25 2011:02
TALLAHASSEE, FLORIDA

FILED
04 JUN 25 PM 1:32
TALLAHASSEE, FLORIDA



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 6/25/04 Florida

CERTIFIED COPY _____

_____ CUS _____

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FILING: Merger

1.) Westbrook Air Conditioning + Plumbing, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

File 1st

SPECIAL INSTRUCTIONS _____

EFFECTIVE DATE:

6/30/04

**ARTICLES OF MERGER
OF
WESTBROOK AIR CONDITIONING & PLUMBING INC.
AND OF WESTBROOK MANAGEMENT CORPORATION
WITH AND INTO WESTBROOK SERVICE CORPORATION**

FILED
04 JUN 25 PM 1:32
TALLAHASSEE, FLORIDA

The undersigned corporations, **WESTBROOK AIR CONDITIONING & PLUMBING INC.**, a Florida corporation and **WESTBROOK MANAGEMENT CORPORATION**, a Florida corporation, and **WESTBROOK SERVICE CORPORATION**, a Florida corporation, do hereby agree and adopt the following Articles of Merger for the purpose of merging **WESTBROOK AIR CONDITIONING & PLUMBING INC.** and **WESTBROOK MANAGEMENT CORPORATION** with and into **WESTBROOK SERVICE CORPORATION**:

1. The names of each of the undersigned Florida corporations are **WESTBROOK AIR CONDITIONING & PLUMBING INC.** and **WESTBROOK MANAGEMENT CORPORATION** and **WESTBROOK SERVICE CORPORATION**. The name which the surviving corporation is to have after the merger is **WESTBROOK SERVICE CORPORATION**.

2. The **AGREEMENT AND PLAN OF MERGER OF WESTBROOK AIR CONDITIONING & PLUMBING INC. AND OF WESTBROOK MANAGEMENT CORPORATION WITH AND INTO WESTBROOK SERVICE CORPORATION** (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors and Shareholders of **WESTBROOK AIR CONDITIONING & PLUMBING INC.** and of **WESTBROOK MANAGEMENT CORPORATION**, the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger by joint written consent effective June 24, 2004.

4. The Board of Directors and Shareholders of **WESTBROOK SERVICE CORPORATION**, the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger by joint written consent effective June 24, 2004.

5. The Agreement and Plan of Merger shall become effective upon the close of business on June 30, 2004.


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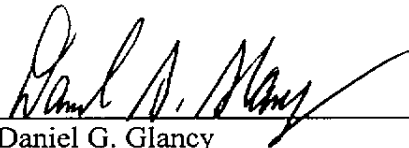
IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 24th day of June, 2004.

MERGING CORPORATIONS:

WESTBROOK AIR CONDITIONING & PLUMBING INC.

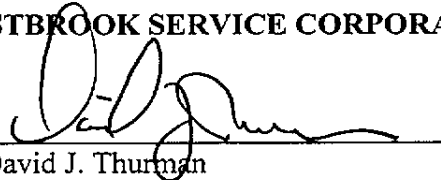
By: 
James Roberts
Its President

WESTBROOK MANAGEMENT CORPORATION

By: 
Daniel G. Glancy
Its President

SURVIVING CORPORATION:

WESTBROOK SERVICE CORPORATION

By: 
David J. Thurman
Its President

**AGREEMENT AND PLAN OF MERGER OF
WESTBROOK AIR CONDITIONING & PLUMBING INC.
AND OF WESTBROOK MANAGEMENT CORPORATION
WITH AND INTO WESTBROOK SERVICE CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective as of the 24th day of June, 2004, by and among **WESTBROOK AIR CONDITIONING & PLUMBING INC.**, a Florida corporation ("WACP") and **WESTBROOK MANAGEMENT CORPORATION**, a Florida corporation ("WMC") (hereinafter WACP and WMC sometimes referred to collectively as the "Merging Corporations"), and **WESTBROOK SERVICE CORPORATION**, a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation"), said three (3) corporations hereinafter sometimes referred to collectively as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, all of the members of the Board of Directors and all of the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of their respective Constituent Corporation that the Merging Corporation be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I
TERMS OF MERGER**

The Merging Corporations shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporations shall cease as of the close of business on June 30, 2004, which shall be the effective date of the merger. The Surviving Corporation shall retain the name of **WESTBROOK SERVICE CORPORATION** after the merger. As of the effective date of the merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporations, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporations, and all debts due on whatever account to the Merging Corporations, including all choses of action and all and every other interest of or belonging to the Merging Corporations, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

**ARTICLE II
DIRECTORS AND OFFICERS;
ARTICLES OF INCORPORATION AND BYLAWS**

The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation

and By-Laws of the Surviving Corporation and the laws of the State of Florida. The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be effected by the merger hereunder except that the Articles of Incorporation of the Surviving Corporation shall be amended effective immediately preceding the merger as follows:

Article III of the Articles of Incorporation shall be deleted in its entirety and shall be replaced by the following:

Article III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000) shares of common stock without par value. Each share shall have one vote and when issued each share shall be fully paid for and shall be non-assessable.

**ARTICLE III
CONVERSION OF SHARES**

Each of the Constituent Corporations presently has issued and outstanding the following shares of stock that are all currently owned by various shareholders:

WACP	900 common shares
WMC	530 common shares
Surviving Corporation	976 common shares

After the effective date of this Agreement and Plan of Merger, each holder of all of the issued and outstanding certificates representing shares of common stock in the Merging Corporations shall surrender the same to the Surviving Corporation, and such certificates shall be canceled as of the effective date of merger. For each share of WACP, a shareholder of WACP shall receive two and nine hundred thirty-six thousandths (2.936) shares of Surviving Corporation. For each share of WMC, a shareholder of WMC shall receive three hundred seventy-four thousandths (.374) shares of Surviving Corporation. Additionally, the currently issued and outstanding certificates representing the nine hundred seventy-six (976) shares of common stock in the Surviving Corporation shall also be surrendered by the shareholders of Surviving Corporation, and in exchange of these shares, each such current shareholder of Surviving Corporation shall receive seven and three hundred forty thousandths (7.340) shares of Surviving Corporation.


**ARTICLE IV
EFFECTIVE DATE**

The merger hereunder shall be effective as of the close of business on June 30, 2004.

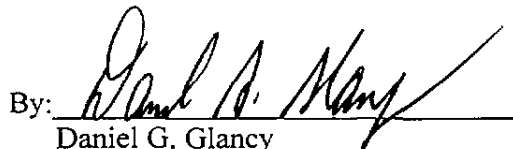
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATIONS:

**WESTBROOK AIR CONDITIONING &
PLUMBING INC.**

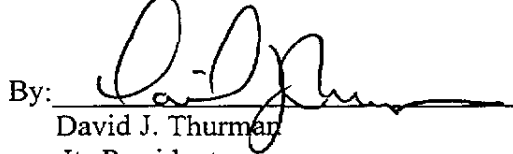
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