

CT CORPORATION SYSTEM

L000008/42/7

CORPORATION(S) NAME

Marco Cooling and Refrigeration, Inc. Merging Into: MCR Acquisition LI

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <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 | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/19/00

Order#: 0

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 Ref#: -12/19/00--01046--001
 *****65.00 *****65.00

Amount: \$ _____

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660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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 08-11-01 01:01:00
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 TALLAHASSEE, FLORIDA

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 AND
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 00 DEC 19 PM 12:46
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 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

CT CORPORATION SYSTEM

SUBJECT: MCR ACQUISITION LLC
Ref. Number: L00000014217

We have received your document for MCR ACQUISITION LLC and your check(s) totaling \$65.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The fee to file the merger and receive a certified copy is \$90.00. You have submitted a check for \$65.00. Please add an additional \$25.00 if you would like a certified copy, otherwise, you will receive a certificate of status.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 500A00063683

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARCO COOLING AND REFRIGERATION, INC., A FLORIDA ENTITY, 678645

,

INTO

**MCR ACQUISITION LLC which changed its name to MARCO COOLING
AND REFRIGERATION LLC, a Florida entity, L00000014217**

File date: December 19, 2000, effective January 1, 2001

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER
OF
Marco Cooling and Refrigeration, Inc., a Florida Corporation
with and into
MCR Acquisition LLC, a Florida Limited Liability Company**

The undersigned entities hereby CERTIFY:

FIRST: That the name, jurisdiction, entity type and date of incorporation/organization of each of the constituent entities of the merger are as follows (the "Constituent Entities"):

Marco Cooling and Refrigeration, Inc., Florida Corporation, July 8, 1980
MCR Acquisition LLC, Florida Limited Liability Company, November 17, 2000

SECOND: That the name of the surviving entity is MCR Acquisition LLC (the "Surviving LLC").

THIRD: That each Constituent Entity has complied with all of the laws under which it exists and that these laws permit this merger.

FOURTH: That a plan and agreement of merger has been approved and executed by each of the Constituent Entities in accordance with Chapter 607 and with the respective laws of all applicable jurisdictions and is attached as Exhibit 1 (the "Agreement"). Such approval includes the required affirmative vote of the sole shareholder of Marco Cooling and Refrigeration, Inc. The executed Agreement is on file at the principal place of business of the Surviving LLC during regular business hours, such address being 3401 Progress Avenue, Naples, FL 34104. A copy of such Agreement will be furnished, on request and without cost, to any person holding an interest in either of the Constituent Entities.

FIFTH: The effective date of the merger is January 1, 2001, 12:01 AM (the "Effective Date").

SIXTH: At the Effective Date, the Articles of Organization of the Surviving LLC shall be amended in the following respect: Article One of the Articles of Organization of the Surviving LLC shall be deleted in its entirety and the following substituted therefor:

"ARTICLE I - Name: The name of the Limited Liability Company is Marco Cooling and Refrigeration LLC".

The Articles of Organization of the Surviving LLC, as so amended, shall be and constitute the Articles of Organization of the Surviving LLC as of the Effective Date.

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SEVENTH: The name and address of the Surviving LLC's registered office in the State of Florida is C T Corporation System, C/O C T Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324.

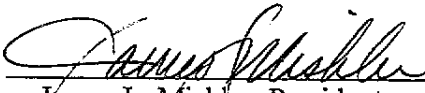
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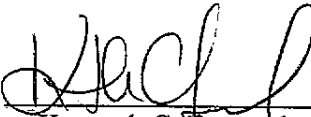
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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, a duly authorized person of each of the Constituent Entities
has caused these Articles to be executed as of the 12th of December 2000.

By: 
James L. Mishler, President
Service Experts Inc.
(sole member of MCR Acquisition LLC)

By: 
Kenneth C. Fernandez, Secretary
Marco Cooling and Refrigeration, Inc.

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EXHIBIT 1

PLAN & AGREEMENT OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of the 12th of December 2000 (the "Agreement"), between MCR Acquisition LLC, a Florida Limited Liability Company (sometimes referred to herein as the "Surviving Entity"), and Marco Cooling and Refrigeration, Inc., a Florida corporation (sometimes referred to herein as the "Merged Entity"), said two entities being herein sometimes collectively called the "Constituent Entities".

WITNESSETH:

WHEREAS, MCR Acquisition LLC is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on November 17, 2000; and

WHEREAS, Marco Cooling and Refrigeration, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 8, 1980; and

WHEREAS, Service Experts Inc. ("SEI"), owns all of the membership interest in the Surviving Entity and currently owns or as of the effective date (as hereinafter defined), shall own all of the issued and outstanding shares of the common stock of the Merged Entity.

WHEREAS, the Board of Directors of the Merged Entity and SEI, as the sole Member of the Surviving Entity, deem it desirable, upon the terms and subject to the conditions herein stated, that Marco Cooling and Refrigeration, Inc. be merged with and into MCR Acquisition LLC and that MCR Acquisition LLC be the Surviving Entity.

NOW, THEREFORE, it is agreed as follows:

Section 1. Terms

- 1.1 Upon the effective date of the merger, Marco Cooling and Refrigeration, Inc. shall be merged with and into MCR Acquisition LLC, with MCR Acquisition LLC as the Surviving Entity. The Surviving Entity shall be member managed. The name and address of the member is: Service Experts Inc., 2140 Lake Park Blvd. Richardson, TX 75080.
- 1.2 On the effective date of the merger, the stock owned by SEI in the Merged Entity shall be cancelled and shall not, by virtue of the merger, be converted into an additional membership interest in the Surviving Entity. Instead, SEI will benefit from the reduced administrative costs and other efficiencies it will realize as a result of the merger. On the effective date of the merger, SEI shall continue to own all of the membership interest in the Surviving Entity.
- 1.3 Upon the effective date of the merger, the separate existence of Marco Cooling and Refrigeration, Inc. shall cease and MCR Acquisition LLC, as the Surviving Entity, shall possess all the rights, privileges and powers and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all the rights, privileges and

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TALLAHASSEE, FLORIDA
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powers of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to any of the Constituent Entities on whatever account, as well as all other things and causes of action belonging to each of the Constituent Entities shall be vested in the Surviving Entity; and all property, rights, privileges and powers, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the respective Constituent Entities, and the title to any real property vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thenceforth attach to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Section 2. Effective Date

- 2.1 Articles of Merger, executed in accordance with the law of the State of Florida, shall be filed with the Secretary of State of the State of Florida. The merger shall become effective January 1, 2001, 12:01 AM, as filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger".

Section 3. Articles of Organization and Operating Agreement

- 3.1 The Articles of Organization of MCR Acquisition LLC shall be the Articles of Organization of the Surviving Entity.
- 3.2 At the effective date of the merger, the Articles of Organization of the Surviving Entity shall be amended in the following respect: Article One of the Articles of Organization of the Surviving Entity shall be deleted in its entirety and the following substituted therefor:

"ARTICLE I - NAME: The name of the Limited Liability Company is: 'Marco Cooling and Refrigeration LLC'".

The Articles of Organization of the Surviving Entity as so amended, shall be and constitute the Articles of Organization of the Surviving Entity as of the effective date of the merger.

- 3.3 The Operating Agreement of MCR Acquisition LLC in effect on the effective date of the merger shall be the Operating Agreement of the Surviving Entity, to remain unchanged (except as changed to reflect the amended name of the Surviving Entity) until amended in accordance with the provisions thereof and with applicable law.

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Section 4. Miscellaneous

- 4.1 To the extent permitted by law, this Agreement may be amended or terminated by an agreement in writing, executed by each of the parties hereto, at any time prior to the effective date of the merger, with respect to any of the terms contained herein.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, MCR Acquisition LLC and Marco Cooling and Refrigeration, Inc. have each caused this Agreement to be executed by its authorized officers, all as of the date first above written. By signing below, the Assistant Secretary of MCR Acquisition LLC certifies that the sole member of MCR Acquisition LLC has approved this Agreement and the Assistant Secretary of Marco Cooling and Refrigeration, Inc. certifies that the sole shareholder of Marco Cooling and Refrigeration, Inc. (as of the effective date of the merger) has approved this Agreement. This Agreement has been approved and executed by each of the Constituent Entities in accordance with the respective laws of all applicable jurisdictions.

Attest

By:

Catherine A. Paulson

Catherine A. Paulson
Assistant Secretary

MCR Acquisition LLC

By:

Mark Dolan

Mark Dolan
Vice President

Attest

By:

Jennifer Franklin

Jennifer Franklin
Assistant Secretary

Marco Cooling and Refrigeration,
Inc.

By:

Russell D. Boaz

Russell D. Boaz
Vice President

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AND
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