

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L000000014218

GAC Acquisition LLC merging: Gables Air Conditioning Inc.

9000003506189--5

-12/19/00--01072--006

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
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- Call If Problem
- Will Wait
- After 4:30
- Pick Up

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

12/19/00

Order#: 3476544

Ref#: _____

Amount: \$ _____

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 03 DEC 19 PM 4:03

APPROVED
 AND
 FILED

DIVISION OF CORPORATION
 00 DEC 19 PM 12:10

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

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(Handwritten signature)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 19, 2000

CT CORPORATION SYSTEM

SUBJECT: GAC ACQUISITION LLC
Ref. Number: L00000014218

We have received your document for GAC ACQUISITION LLC and your check(s) totaling \$90.00. 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.

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: 900A00063717

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GABLES AIR CONDITIONING, INC. , A Florida entity, 676631

INTO

**GAC ACQUISITION LLC which changed its name to GABLES AIR
CONDITIONING LLC, a Florida entity, L00000014218**

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

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
OF
Gables Air Conditioning, Inc., a Florida Corporation
with and into
GAC 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"):

Gables Air Conditioning, Inc., Florida Corporation, July 11, 1980 *07/11/80*
GAC Acquisition LLC, Florida Limited Liability Company, November 17, 2000

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SECOND: That the name of the surviving entity is GAC 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 Gables Air Conditioning, Inc. The executed Agreement is on file at the principal place of business of the Surviving LLC during regular business hours, such address being 4600 S.W. 75th Avenue, Miami, FL 33155. 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 Gables Air Conditioning 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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TALLAHASSEE, FLORIDA

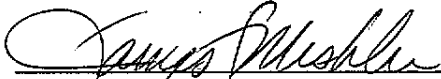
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SEVENTH: The name and address of the Surviving LLC's registered office in the State of Florida is C T Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324.

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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 GAC Acquisition LLC)

By: 
Kenneth C. Fernandez, Secretary
Gables Air Conditioning, Inc.

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EXHIBIT 1

**PLAN & AGREEMENT
OF MERGER**

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of the 12th of December 2000 (the "Agreement"), between GAC Acquisition LLC, a Florida Limited Liability Company (sometimes referred to herein as the "Surviving Entity"), and Gables Air Conditioning, 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, GAC 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, Gables Air Conditioning, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 11, 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 Gables Air Conditioning, Inc. be merged with and into GAC Acquisition LLC and that GAC Acquisition LLC be the Surviving Entity.

NOW, THEREFORE, it is agreed as follows:

Section I. Terms

- 1.1 Upon the effective date of the merger, Gables Air Conditioning, Inc. shall be merged with and into GAC Acquisition LLC, with GAC 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 Gables Air Conditioning, Inc. shall cease and GAC 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 powers of each

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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 GAC 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: 'Gables Air Conditioning 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 GAC 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, GAC Acquisition LLC and Gables Air Conditioning, 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 GAC Acquisition LLC certifies that the sole member of GAC Acquisition LLC has approved this Agreement and the Assistant Secretary of Gables Air Conditioning, Inc. certifies that the sole shareholder of Gables Air Conditioning, 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

GAC Acquisition LLC

By: Mark Dolan
Mark Dolan
Vice President

Attest

By: Jennifer Franklin
Jennifer Franklin
Assistant Secretary

Gables Air Conditioning, Inc.

By: Russell D. Boaz
Russell D. Boaz
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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