

## CT CORPORATION SYSTEM

CORPORATION(S) NAME

L0000000/4219

Chanin Air, Inc. Merging Into: CA Acquisition LLC

000003505730--6

-12/19/00--01055--001

\*\*\*\*\*65.00 \*\*\*\*\*65.00

<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#: 3476544

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

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 RECEIVED  
 DIVISION OF CORPORATION

12-22-00  
 93



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 19, 2000

CT CORPORATION SYSTEM

SUBJECT: CA ACQUISITION LLC  
Ref. Number: L00000014219

We have received your document for CA 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.

You have indicated on your cover sheet that you would like a certified copy of the merger. The fee to file the merger and receive a certified copy is \$90.00. Therefore, there is a balance due of \$25.00.

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: 900A00063733

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHANIN AIR, INC., A Florida entity, P94000040220

INTO

**CA ACQUISITION LLC which changed its name to CHANIN AIR LLC, a**  
Florida entity, L00000014219

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

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER  
OF  
Chanin Air, Inc., a Florida Corporation  
with and into  
CA 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"):

Chanin Air, Inc., Florida Corporation, May 27, 1994  
CA Acquisition LLC, Florida Limited Liability Company, November 17, 2000

SECOND: That the name of the surviving entity is CA 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 Chanin Air, Inc. The executed Agreement is on file at the principal place of business of the Surviving LLC during regular business hours, such address being 1963-65 71st, Miami Beach, FL 33141. 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 Chanin Air LLC".

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

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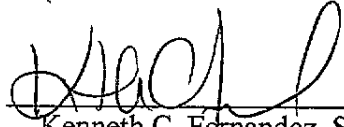
SEVENTH: The name and address of the Surviving LLC's registered office in the State of Florida is C T Corporation System, C/O C T Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324.

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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 CA Acquisition LLC)

By:   
Kenneth C. Fernandez, Secretary  
Chanin Air, 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 CA Acquisition LLC, a Florida Limited Liability Company (sometimes referred to herein as the "Surviving Entity"), and Chanin Air, 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, CA 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, Chanin Air, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 27, 1994; 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 Chanin Air, Inc. be merged with and into CA Acquisition LLC and that CA 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, Chanin Air, Inc. shall be merged with and into CA Acquisition LLC, with CA 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 Chanin Air, Inc. shall cease and CA 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 of the

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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 CA 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: 'Chanin Air 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 CA 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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IN WITNESS WHEREOF, CA Acquisition LLC and Chanin Air, 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 CA Acquisition LLC certifies that the sole member of CA Acquisition LLC has approved this Agreement and the Assistant Secretary of Chanin Air, Inc. certifies that the sole shareholder of Chanin Air, 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

CA Acquisition LLC

By:

Catherine A. Paulson  
Catherine A. Paulson  
Assistant Secretary

By:

Mark Dolan  
Mark Dolan  
Vice President

Attest

Chanin Air, Inc.

By:

Jennifer Franklin  
Jennifer Franklin  
Assistant Secretary

By:

Russell D. Boaz  
Russell D. Boaz  
Vice President

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