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2006 JAN 20 A 10:08

SECRETARY OF STATE



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HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153
www.hnh-law.com

**JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
JUDY KARNIEWICZ
TAY BONNETT**

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2005 JAN 20 A 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 22, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Premium Services Refrigeration Company of Bay County, Inc.
Premium Services Refrigeration Company, LLC

Dear Sir or Madame:

Enclosed please find the Articles of Merger and the Agreement and Plan of Merger for Premium Services of Bay County, Inc. and Premium Services Refrigeration Company, LLC and our check in the amount \$70.00 to cover the cost of filing the Articles of Merger and Agreement and Plan of Merger.

If you have any questions regarding this matter, please do not hesitate to contact our office.

Very truly yours,



Dana Moore
Legal Assistant to James P. Hines

JPH:dm
Enclosure
Check: \$70.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2005

HINES NORMAN HINES, P.L.
315 S. HYDE PARK AVE.
TAMPA, FL 33606

SUBJECT: PREMIUM SERVICES REFRIGERATION COMPANY, LLC
Ref. Number: L01000021376

We have received your document for PREMIUM SERVICES REFRIGERATION COMPANY, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 005A00070566

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2006 JAN 20 A 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

**JAMES P. HINES
KANDY MILLER
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TAY BONNETT**

315 S. Hyde Park Avenue
Tampa, Florida 33606
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December 9, 2005

FILED OFFICES IN:
TAMPA
SUN CITY CENTER
2005 JAN 20 A 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Agnes Lunt

Re: Premium Services Refrigeration Company of Bay County, Inc.
Premium Services Refrigeration Company, LLC

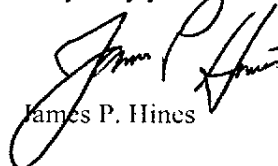
Dear Ms. Lunt:

Enclosed please find the Articles of Merger, the Agreement and Plan of Merger for Premium Services of Bay County, Inc. and Premium Services Refrigeration Company, LLC, and your correspondence dated December 6, 2005. Please note that your office retained our check in the amount \$70.00, which was attached to our correspondence to you dated November 22, 2005, to cover the cost of filing the Articles of Merger and the Agreement and Plan of Merger (hereinafter collectively referred to as the "Documents") for the above-referenced companies.

Because we have attempted to file the Documents twice, and both times the Documents were rejected by your office, we contacted a representative, Nanette Causseaux, from your office to make sure that we had the appropriate effective date on the Documents. Pursuant to our telephone discussion with Ms. Causseaux, the effective date on the Documents has been noted as November 29, 2005, the original receipt date. We have been assured by Ms. Causseaux that November 29, 2005 is the valid effective date of the Documents irrespective of when the documents are mailed. We cannot emphasize enough that the Documents must be filed prior to the end of this year 2005.

If you anticipate any reason why the documents cannot be filed, please contact us immediately via telephone at the number listed above.

Very truly yours,


James P. Hines

JPH:dm
Enclosure

FILED

ARTICLES OF MERGER

2006 JAN 20 A 10:08

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

Pursuant to the provisions of §607.1108 of the Florida Business Corporation Act and §608.438 of the Florida Limited Liability Company Act, the undersigned limited liability company and corporation hereby adopt these Articles of Merger for the purpose of merging into one entity.

1. The names of the limited liability company and the corporation which are parties to the within merger are:

PREMIUM SERVICES REFRIGERATION COMPANY, LLC, a Florida limited liability company, the surviving company (FEI Number 59-3351316). #L01000021376

PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC., a Florida corporation, the absorbed corporation (FEI Number 59-3546317). #p99000004531

2. The merger shall become legally effective as of 12:01 A.M., 01-20-2006

3. The Agreement and Plan of Merger pursuant to which PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. shall be merged with and into PREMIUM SERVICES REFRIGERATION COMPANY, LLC was unanimously adopted by all of the directors and shareholders of PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. by resolutions effective as of December 18, 2004, and was unanimously adopted by all of the managers and members of PREMIUM SERVICES REFRIGERATION COMPANY, LLC by resolutions effective as of December 16, 2004. The Agreement and Plan of Merger meets the requirements of §607.1108 of the Florida Business Corporation Act and §608.438 of the Florida Limited Liability Company Act. The Agreement and Plan of Merger is attached hereto, incorporated by reference and made a part hereof.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. by its respective officers and on behalf of PREMIUM SERVICES REFRIGERATION COMPANY, LLC by all of its members, on the date or dates set forth below.

PREMIUM SERVICES REFRIGERATION OF BAY
COUNTY, INC.

By: Terry W. Forrest
Terry W. Forrest, as its President

Date: November 29, 2005

By: Darren L. Midyette
Darren L. Midyette, as its Secretary

Date: November 29, 2005

PREMIUM SERVICES REFRIGERATION
COMPANY, LLC

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By:

Terry W. Forrest
Terry W. Forrest, as its Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date:

November 29, 2005

By:

Karlene H. Forrest
Karlene H. Forrest, as its Member

Date:

November 29, 2005

AGREEMENT AND PLAN OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into to be effective as of the latest date of execution hereof by either party hereto, by and between PREMIUM SERVICES REFRIGERATION COMPANY, LLC (sometimes hereinafter referred to as "surviving company"), a Florida limited liability company, and PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

STIPULATIONS

A. PREMIUM SERVICES REFRIGERATION COMPANY, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 3557 Garber Dr., Tallahassee, Florida 32303.

B. PREMIUM SERVICES REFRIGERATION COMPANY, LLC has a capitalization of 10,000 authorized membership units of \$.01 par value of which 100 membership units are issued and outstanding. Terry W. Forrest owns 95 issued and outstanding membership units, and Karlene H. Forrest owns 5 issued and outstanding membership units.

C. PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 3557 Garber Dr., Tallahassee, Florida 32303.

D. PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. has a capitalization of 100 authorized shares of \$10.00 par value common stock of which 100 shares are issued and outstanding. Terry W. Forrest owns 50 issued and outstanding shares of common stock, and Darren L. Midyette owns 50 issued and outstanding shares of common stock.

E. All of the members for the surviving company, and all of the shareholders and all of the members of the Board of Directors of the absorbed corporation, deem it desirable and in the best interests of the surviving company, the absorbed corporation, the aforesaid members and the aforesaid shareholders that PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. be merged with and into PREMIUM SERVICES REFRIGERATION COMPANY, LLC, pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act and Chapter 608 of the Florida Limited Liability Company Act, in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving company hereby agree as follows:

1. MERGER

PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC. shall merge with and into PREMIUM SERVICES REFRIGERATION COMPANY, LLC, which shall be the surviving entity.

TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into membership units of the surviving company shall be as follows:

- a. Each share of common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) membership unit of the surviving company, which membership units of the surviving company shall thereupon be issued and outstanding.
- b. Within seven (7) business days after the effective date of the merger, each holder of certificates of shares of capital stock in the absorbed corporation shall surrender them to the surviving company or its duly appointed agent, in such manner as the surviving company shall legally require. On receipt of such certificates, the surviving company shall issue and exchange therefor, certificates of membership units in the surviving company, representing the number of membership units to which such holder is entitled, as provided for above.
- c. The holder of certificates of capital stock of the absorbed corporation shall not be entitled to distributions or dividends payable on membership units in the surviving company until membership units have been issued to such holder. Thereafter, said holder shall be entitled to receive any distributions or dividends on membership units of the surviving company issuable to such holder hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said holder of the membership units in the surviving company.

CHANGES IN ARTICLES OF INCORPORATION

The Articles of Organization of the surviving company, as amended, namely PREMIUM SERVICES REFRIGERATION COMPANY, LLC, shall continue to be its Articles of Organization following the effective date of the merger.

DIRECTORS AND OFFICERS

The following individuals shall be the managers of the surviving company, namely PREMIUM SERVICES REFRIGERATION COMPANY, LLC, as of the effective date of the merger:

Terry W. Forrest, 306 Breaver Lake Road, Tallahassee, FL 32312

Darren L. Midyette, 6211 Nadine Road, Panama City, FL 32401

6 **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving company shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

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7 **APPROVAL BY SHAREHOLDERS AND MEMBERS**

This Agreement shall reflect the approval of all of the shareholders of the absorbed corporation and all of the members of the surviving company, upon the execution of this Agreement by such shareholders and members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be 12:01 a.m., 01-20-06

IN WITNESS WHEREOF, this Agreement has been executed on the date or dates set forth below on behalf of the parties, by their respective officers and managers, pursuant to the authorization of the absorbed corporation's Board of Directors and all of its shareholders, and pursuant to the authorization of the surviving company's manager and all of its members, to be effective for all purposes as of the effective date of the merger.

PREMIUM SERVICES REFRIGERATION COMPANY, LLC

By:



Terry W. Forrest, as its Manager

Date: November 29, 2005

PREMIUM SERVICES REFRIGERATION OF BAY COUNTY, INC.

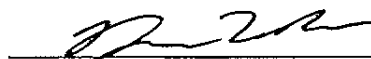
By:



Terry W. Forrest, as its President

Date: November 29, 2005

By:



Darren L. Midyette, as its Secretary

Date: November 29, 2005