

JAMERSON SUTTON & SURLAS LLP
PENTHOUSE II • GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134

Signature for
International Pest Control, Inc.

LAW OFFICES
JAMERSON SUTTON & SURLAS LLP
PENTHOUSE II • GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134

JOHN O. SUTTON, P.A.

TELEPHONE (305) 448-1295
FACSIMILE (305) 446-5236
E-MAIL jospalawfirm@cs.com

December 4, 2002

Florida Department of State
Division of Corporations
P.O.BOX 6327
Tallahassee, Fl 32314

FILED
02 DEC 20 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Merger for International Pest Control, LLC.,
a North Carolina Limited Liability Company and
IPC., LLC., a Florida Limited Liability Company

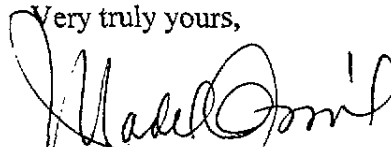
Dear Sir/Madam:

Enclosed please find two(2) original Articles of Merger and two(2) checks in the sum of \$25.00 each to cover the filing fee of the Articles of Merger for the above-mentioned companies.

Please provide us with a filing certificate of the Articles of Merger.

Thank you for your attention to this matter.

Very truly yours,


Madeline Aleman,
Secretary to John O. Sutton



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 9, 2002

JAMERSON SUTTON & SURLAS LLP
2655 LE JEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: IPC, LLC
Ref. Number: L02000007426

We have received your document for IPC, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FEE TO FILE YOUR MERGER IS \$50.00.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 402A00065132



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 10, 2002

JAMERSON SUTTON & SURLAS LLP
PENTHOUSE II, GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: IPC, LLC
Ref. Number: L02000007426

We have received your document for IPC, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

All mergers require the signatures of all involved with the merger. We need a signature for International Pest Control, LLC.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 502A00065184

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL PEST CONTROL, LLC, A NORTH CAROLINA NON
QUALIFIED LIMITED LIABILITY COMPANY

,

into

IPC, LLC, a Florida entity L02000007426

File date: December 20, 2002

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections (s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>International Pest Control, LLC</u> 1912 Hwy. 54 Suite 102 Durham, NC 27713	<u>North Carolina</u>	<u>Limited Liability Company</u>

Florida Document/Registration Number: _____ FEI Number: applied for

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>IPC, LLC</u> 2655 LeJeune Rd. Penthouse II Coral Gables, FL 33134	<u>Florida</u>	<u>Limited Liability Company</u>

Florida Document/Registration Number: L02000007426 FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporations, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

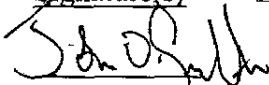
ELEVENTH: Signature(s) for each party:

Name of the Entity

Signature(s)

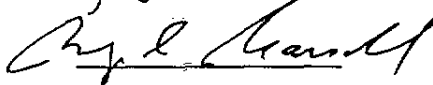
Typed or Printed Name of Individual

IPC, LLC



John O. Sutton, as Authorized Agent

International Pest Control, LLC.



Phillip D. Pearsall,
Manager and Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Pest Control, LLC</u>	<u>North Carolina</u>

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>IPC, LLC</u>	<u>Florida</u>

THIRD: The terms and conditions of the merger are as follows:

The surviving party shall assume all of the debts and liabilities of the merging and surviving parties, and shall be deemed to own all the assets, of the merging party and the surviving party.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests which existed and membership shares in the merging party shall be exactly the same as in the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests which existed and membership shares in the merging party shall be exactly the same as in the surviving party.

FIFTH: N/A

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TALLAHASSEE, FLORIDA

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Mr. Philip D. Pearsall
100 Robins St. Apt. 102
Chapel Hill, NC 27515

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The surviving party shall continue the business of the merged party, in compliance with all the laws of the states of Florida and North Carolina.

EIGHTH: N/A

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TALLAHASSEE, FLORIDA