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NO. 1 of 1

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Florida Department of State
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To:
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EFFECTIVE DATE

01/01/05

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 958-1575

MERGER OR SHARE EXCHANGE

INDUSTRIAL BUILDING SERVICES LLC

Certificate of Status	0
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DEC: 28. 2004 10:47AM

CORPORATION SVC CO:IONAL

NO. 999,752 P. 2 P.02

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(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 for each merging party are as follows:

EFFECTIVE DATE

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>EFFECTIVE DATE</u>
1. Industrial Building Services, Inc. 3511 NE 22nd Ave. Ft. Lauderdale, FL 33308	FL	C-CORP	01/01/05

Florida Document/Registration Number: FG1805 FEI Number: 582153248

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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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>
<u>Industrial Building Services LLC</u> <u>3611 NE 22nd Ave.</u> <u> Ft. Lauderdale, FL 33308</u>	<u>FL</u>	<u>LLC</u>
Florida Document/Registration Number: <u>LC4000092133</u>		FBI Number: <u>76-0774239</u>

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.

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 corporation, 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.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of the 27th of December 2004 (the "Agreement"), between Industrial Building Services LLC, a Florida limited liability company (sometimes referred to herein as the "Surviving Entity"); and Industrial Building Services, 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, Industrial Building Services LLC is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on December 21, 2004; and

WHEREAS, Industrial Building Services, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on January 21, 1982; and

WHEREAS, Service Experts Inc. ("SEI"), owns all of the membership interest in the Surviving Entity and currently owns all of the issued and outstanding shares of the common stock of the Merged Entity.

WHEREAS, the Boards 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 Industrial Building Services, Inc. be merged with and into Industrial Building Services LLC and that Industrial Building Services LLC be the Surviving Entity.

NOW, THEREFORE, it is agreed as follows:

Section 1. Terms

- 1.1 Upon the effective date of the merger, Industrial Building Services, Inc. shall be merged with and into Industrial Building Services LLC, with Industrial Building Services LLC as the Surviving Entity.
- 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 Industrial Building Services, Inc. shall cease and Industrial Building Services LLC, as the Surviving

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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 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.

- 1.4 On the effective date, the persons who are managers or members of Industrial Building Services LLC shall be the persons who are managers or members of the Surviving Entity, without change, subject to the provisions of the Articles of Organization, Operating Agreement and the laws of the State of Florida.

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, 2005, 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 Industrial Building Services LLC shall be the Articles of Organization of the Surviving Entity.
- 3.2 The Articles of Organization of the Surviving Entity 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 Industrial Building Services LLC in effect on the effective date of the merger shall be the Operating Agreement of the Surviving Entity, to remain unchanged until amended in accordance with the provisions thereof and with applicable law.

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Section 4. Member Managed

4.1 The Surviving Entity shall be managed by Service Experts Inc. whose address is 2140 Lake Park Blvd., Richardson, TX 75080.

Section 5. Miscellaneous

5.1 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.

IN WITNESS WHEREOF, Industrial Building Services LLC and Industrial Building Services, 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 Industrial Building Services LLC certifies that the sole member of Industrial Building Services LLC has approved this Agreement and the Assistant Secretary of Industrial Building Services, Inc. certifies that the sole shareholder of Industrial Building Services, Inc. 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

Industrial Building Services LLC

By:

Kenneth C. Fernandez
Kenneth C. Fernandez
Secretary

Attest:

By:

Catherine A. Paulson
Catherine A. Paulson
Assistant Secretary

Industrial Building Services, Inc.

By:

Kenneth C. Fernandez
Kenneth C. Fernandez
Secretary