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MERGER OR SHARE EXCHANGE

DEL AIR APPLIANCE CENTERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

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ARTICLES OF MERGER
 between
DEL AIR APPLIANCE CENTERS, INC.
 and
DEL AIR APPLIANCE CENTERS, LLC

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 605-(200)98

Pursuant to the Florida Business Corporation Act and the Florida Limited Liability Company Act, the domestic corporation and domestic limited liability company herein named do hereby adopt the following articles of merger:

1. The plan of merger (the "Plan of Merger") for merging Del Air Appliance Centers, Inc., a Florida corporation (the "Merging Corporation") with and into Del Air Appliance Centers, LLC, a Florida limited liability company (the "Surviving Entity") is attached hereto as Exhibit A and incorporated herein by this reference.

2. The Plan of Merger was approved and adopted by the sole Manager and the sole Member of the Surviving Entity on December 20, 2005 in accordance with the provisions of the Florida Limited Liability Company Act. The Plan of Merger was adopted by the written consent of the sole shareholder of Merging Corporation on December 20, 2005 in accordance with the provisions of the Florida Business Corporation Act.

3. The Surviving Entity will continue its existence as the surviving limited liability company under its present name pursuant to the provisions of the Florida Limited Liability Company Act.

4. The effective time and date of the merger herein provided for shall be on December 21, 2005.

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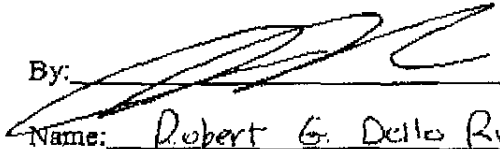
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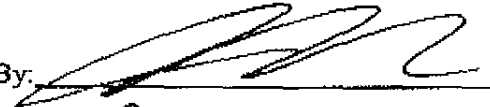
IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 20th day of December, 2005.

DEL AIR APPLIANCE CENTERS, INC.

By: 
Name: Robert G. Dello Russo
Title: President

DEL AIR APPLIANCE CENTERS, LLC

By: Del-Air Heating, Air Conditioning & Refrigeration, Inc., its manager

By: 
Name: Robert G. Dello Russo
Title: President

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EXHIBIT A

**PLAN OF MERGER
BETWEEN
DEL AIR APPLIANCE CENTERS, INC.
AND
DEL AIR APPLIANCE CENTERS, LLC**

(a) The name of each entity planning to merge is:

(i) The name of the surviving entity is Del Air Appliance Centers, I.L.C., a Florida limited liability company (the "Surviving Entity"); and

(ii) The name of the merging corporation is Del Air Appliance Centers, Inc., a Florida corporation (the "Merging Corporation").

(b) The effective time and date of the merger shall be at 12:01 a.m. on December 21, 2005 (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Entity shall ultimately succeed to any and all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Entity shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) Del-Air Heating, Air Conditioning & Refrigeration, Inc. a Florida corporation (the "Parent") is the sole member of the Surviving Entity. At the Effective Time, all the outstanding membership interests of Surviving Entity shall be unaffected by the merger and shall remain outstanding.

(ii) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Entity or the Merging Corporation, each issued and outstanding share of common stock, par value Ten Cents (\$0.10) per share, of the Merging Corporation ("Merging Corporation Common Shares") outstanding immediately prior to the Effective Time shall be cancelled.

(iii) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Entity or the Merging Corporation, the sole shareholder of the Merging Corporation prior to the Effective Time shall be issued Two Thousand Five Hundred

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Thirty-nine and 06/100 (2,539.06) shares of Parent's One Dollar (\$1.00) par value Class A common stock for each one (1) share of Merging Corporation Common Shares held by such shareholder immediately before the Effective Time.

(e) The articles of organization of the Surviving Entity as in effect immediately prior to the Effective Time shall be the articles of organization of the Surviving Entity, until duly amended as provided therein or by applicable law.

(f) The operating agreement of the Surviving Entity as in effect immediately prior to the Effective Time shall be the operating agreement of the Surviving Entity until amended as provided therein or in accordance with applicable law.

(g) The Surviving Entity is a manager-managed entity. At the Effective Time, the name and address of the Manager shall be:

Del-Air Heating, Air Conditioning & Refrigeration, Inc.
109 Commerce Street, Suite 1101
Lake Mary, Florida 32746

(h) The merger contemplated hereby is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

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