

L09000029292

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

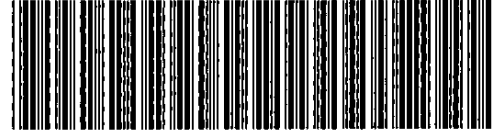
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B. KOHR

JAN - 3 2012

EXAMINER



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12/29/11--01008--001 \*\*95

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

11 DEC 29 AM 8:41

11 DEC 29 AM 9:01

DIVISION OF CORPORATIONS

EFFECTIVE DATE 12/31/2011

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

EFFECTIVE DATE 12/31/2011

11 DEC 29 AM 9:00

CONTACT: KATIE WONSCH

DATE: 12/29/2011

REF. #: 000409.159477

CORP. NAME: SWISHER HYGIENE USA OPERATIONS, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 542840 FOR \$ 990.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |                                     |
|--|---|-------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAM |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |                                     |

Examiner's Initials

EFFECTIVE DATE 12/31/2011

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of the Florida Limited Liability Company Act, the following certificate of merger (the "Certificate of Merger") has been duly adopted and is being submitted to merge the following limited liability companies and the following corporation in accordance with Section 608.4382, Florida Statutes.

**FIRST: THE MERGING PARTIES**

The exact name, jurisdiction, and entity type for each of the merging companies (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
✓ 1 Service Arkansas, LLC L0900009956	Florida	LLC
✓ 2 Service Baltimore, LLC L05000119674	Florida	LLC
✓ 3 Service Birmingham, LLC L05000078097	Florida	LLC
✓ 4 Service Central FL, LLC L05000007056	Florida	LLC
✓ 5 Service Chattanooga, LLC L08000027557	Florida	LLC
✓ 6 Service Columbia, LLC L05000088619	Florida	LLC
✓ 7 Service DC, LLC L05000069969	Florida	LLC
✓ 8 Service Denver, LLC L07000060872	Florida	LLC
✓ 9 Service Florida, LLC L04000085237	Florida	LLC
✓ 10 Service Gainesville, LLC L05000016571	Florida	LLC
✓ 11 Service Gold Coast, LLC L05000007053	Florida	LLC
✓ 12 Service Greenville, LLC L06000021992	Florida	LLC
✓ 13 Service Gulf Coast, LLC L07000118247	Florida	LLC
✓ 14 Service Hawaii, LLC L09000042665	Florida	LLC
✓ 15 Service Houston, LLC L06000094737	Florida	LLC
✓ 16 Service Las Vegas, LLC L06000051456	Florida	LLC
✓ 17 Service Memphis, LLC L05000090763	Florida	LLC

11 DEC 29 AM 9:00

✓ 18	Service MidAtlantic, LLC	L07000126191	Florida	LLC
✓ 19	Service Nashville, LLC	L06000089731	Florida	LLC
✓ 20	Service New England, LLC	L04000079629	Florida	LLC
✓ 21	Service New Mexico, LLC	L09000097122	Florida	LLC
✓ 22	Service New Orleans, LLC	L05000119675	Florida	LLC
✓ 23	Service North, LLC	L05000007082	Florida	LLC
✓ 24	Service North-Central, LLC	L05000007510	Florida	LLC
✓ 25	Service Oklahoma City, LLC	L0700011708	Florida	LLC
✓ 26	Service Philadelphia, LLC	L05000119635	Florida	LLC
✓ 27	Service Phoenix, LLC	L07000017698	Florida	LLC
✓ 28	Service Portland, LLC	L090000699514	Florida	LLC
✓ 29	Service Salt Lake City, LLC	L06000094736	Florida	LLC
✓ 30	Service Seattle, LLC	L06000033753	Florida	LLC
✓ 31	Service South, LLC	L05000094595	Florida	LLC
✓ 32	Service St. Louis, LLC	L06000033827	Florida	LLC
✓ 33	Service Tallahassee, LLC	L05000016570	Florida	LLC
✓ 34	Service Tri-Cities, LLC	L05000119672	Florida	LLC
✓ 35	Service Virginia, LLC	L05000119657	Florida	LLC
36	Service Western Pennsylvania, LLC	L09000105272	Florida	LLC
37	SHFC Finance, LLC	L04000629292	Florida	LLC

## SECOND: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

### Name and Street Address

Swisher Hygiene USA Operations, Inc.  
4725 Piedmont Row Drive, Suite 400  
Charlotte, NC 28210

### Jurisdiction

Delaware

### Entity Type

Corporation

**THIRD:** The Merging Companies are hereby merged with and into the Surviving Corporation and the separate existence of each of the Merging Companies shall cease. The Surviving Corporation is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

**FOURTH:** The attached Plan of Merger was approved by each of the Merging Companies in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FIFTH:** The attached Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of Delaware Statutes.

**SIXTH:** The Surviving Corporation appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into the Surviving Corporation, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes, and the Secretary of State of the State of Florida may use the address of the Surviving Corporation under Article Second hereir for notices.

**SEVENTH:** The Surviving Corporation has agreed to pay to any members of the Merging Companies with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.


**EIGHTH:** The merger shall become effective on December 31, 2011.

*[Signatures on the next page]*

IN WITNESS WHEREOF, the parties have executed and delivered this Certificate of Merger as of December 28, 2011.


**SURVIVING CORPORATION:**

**Swisher Hygiene USA Operations, Inc., a  
Delaware corporation**


By:   
Name: Michael Kipp  
Title: Chief Financial Officer

**MERGING CORPORATIONS:**


**Service Arkansas, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

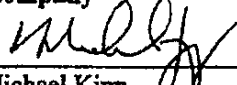
**Service Baltimore, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

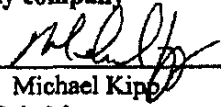
**Service Birmingham, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Central FL, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Chattanooga, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Columbia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service DC, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Denver, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Florida, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Gainesville, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Gold Coast, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Greenville, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Gulf Coast, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

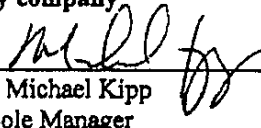
**Service Hawali, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

**Service Houston, LLC, a Florida limited liability company**

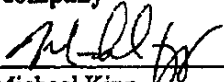
By:   
Name: Michael Kipp  
Title: Sole Manager

**Service Las Vegas, LLC, a Florida limited liability company**

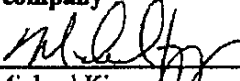
By:   
Name: Michael Kipp  
Title: Sole Manager



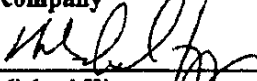
**Service Memphis, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

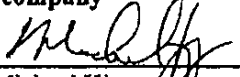
**Service MidAtlantic, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Nashville, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service New England, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service New Mexico, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

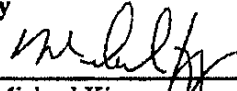
**Service New Orleans, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service North, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service North- Central, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Oklahoma City, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Philadelphia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Phoenix, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Portland, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Salt Lake City, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Seattle, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

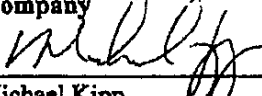
**Service South, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

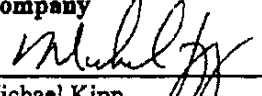
**Service St. Louis, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Tallahassee, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Tri-Cities, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Virginia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

**Service Western Pennsylvania, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

**SHFC Finance, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

## PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 28<sup>th</sup> day of December, 2011, by the parties hereto. It relates to the proposed merger (the "Merger") of Merging Companies (defined below) with and into Surviving Corporation (defined below).

## WITNESSETH:

WHEREAS, the exact name, jurisdiction, and entity type of the merging companies (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Service Arkansas, LLC	Florida	LLC
Service Baltimore, LLC	Florida	LLC
Service Birmingham, LLC	Florida	LLC
Service Central FL, LLC	Florida	LLC
Service Chattanooga, LLC	Florida	LLC
Service Columbia, LLC	Florida	LLC
Service DC, LLC	Florida	LLC
Service Denver, LLC	Florida	LLC
Service Florida, LLC	Florida	LLC
Service Gainesville, LLC	Florida	LLC
Service Gold Coast, LLC	Florida	LLC
Service Greenville, LLC	Florida	LLC
Service Gulf Coast, LLC	Florida	LLC
Service Hawaii, LLC	Florida	LLC
Service Houston, LLC	Florida	LLC
Service Las Vegas, LLC	Florida	LLC
Service Memphis, LLC	Florida	LLC

Service MidAtlantic, LLC	Florida	LLC
Service Nashville, LLC	Florida	LLC
Service New England, LLC	Florida	LLC
Service New Mexico, LLC	Florida	LLC
Service New Orleans, LLC	Florida	LLC
Service North, LLC	Florida	LLC
Service North-Central, LLC	Florida	LLC
Service Oklahoma City, LLC	Florida	LLC
Service Philadelphia, LLC	Florida	LLC
Service Phoenix, LLC	Florida	LLC
Service Portland, LLC	Florida	LLC
Service Salt Lake City, LLC	Florida	LLC
Service Seattle, LLC	Florida	LLC
Service South, LLC	Florida	LLC
Service St. Louis, LLC	Florida	LLC
Service Tallahassee, LLC	Florida	LLC
Service Tri-Cities, LLC	Florida	LLC
Service Virginia, LLC	Florida	LLC
Service Western Pennsylvania, LLC	Florida	LLC
SHFC Finance, LLC	Florida	LLC

**WHEREAS**, the exact name, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Swisher Hygiene USA Operations, Inc.	Delaware	Corporation

**WHEREAS**, pursuant to duly authorized actions of the sole member (the "Member") of each of the Merging Companies and the sole shareholder (the "Shareholder") and the sole director of the Surviving Corporation, the Merging Companies and the Surviving Corporation have adopted and approved the merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

**NOW THEREFORE**, in consideration of the mutual promises herein contained, each of the Merging Companies and the Surviving Corporation hereby agree as follows:

1. **MERGER.** The Merging Companies and the Surviving Corporation agree that each of the Merging Companies shall be merged with and into the Surviving Corporation, as a single and surviving entity, upon the terms and conditions set forth in this Plan, and that the Surviving Corporation shall continue under the laws of the State of Delaware as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations as are provided thereunder.

(b) The Merging Companies shall cease to exist, and their property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CONSTITUENT DOCUMENTS.** As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Corporation shall be as follows:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall continue as the Certificate of Incorporation of the Surviving Corporation.

(b) **Bylaws.** The bylaws of the Surviving Corporation (the "Bylaws") shall continue in full force and effect with respect to the Surviving Corporation.

4. **CONVERSION OF MEMBERSHIP INTEREST.** At the Effective Time, each membership interest of each of the Merging Companies issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no shares of common stock of the Surviving Corporation or other property will be issued in exchange therefor. The shares of common stock of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Plan has previously been unanimously adopted and approved by the Member of each of the Merging Companies and by the Sole Shareholder and Sole Director of the Surviving Corporation, in each case by written consent dated December 28, 2011.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on December 31, 2011 (the "Effective Time").

7. **AMENDMENTS.** The Member of each of the Merging Companies and the Shareholder of the Surviving Corporation may amend or terminate this Plan to the full extent provided pursuant to applicable law.

[Signatures on the next page]



IN WITNESS WHEREOF, the parties have caused this Plan to be entered into as of the date first above written.


**SURVIVING CORPORATION:**

**Swisher Hygiene USA Operations, Inc., a  
Delaware corporation**


By:   
Name: Michael Kipp  
Title: Chief Financial Officer

**MERGING CORPORATIONS:**


**Service Arkansas, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Baltimore, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

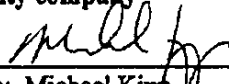
**Service Birmingham, LLC, a Florida limited  
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By:   
Name: Michael Kipp  
Title: Sole Manager

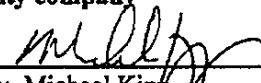
**Service Central FL, LLC, a Florida limited  
liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

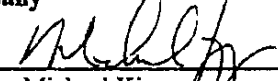
**Service Chattanooga, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

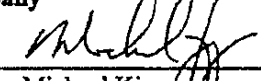
**Service Columbia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

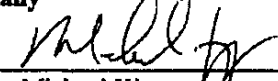
**Service DC, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

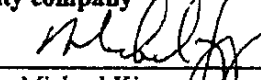
**Service Denver, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

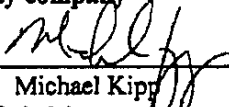
**Service Florida, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Gainesville, LLC, a Florida limited liability company**

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**Service Gold Coast, LLC, a Florida limited liability company**

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Name: Michael Kipp  
Title: Sole Manager


**Service Gulf Coast, LLC, a Florida limited liability company**

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Title: Sole Manager

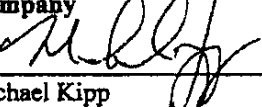
**Service Hawaii, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


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By:   
Name: Michael Kipp  
Title: Sole Manager


**Service New Mexico, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

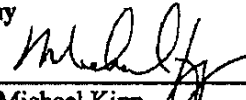
**Service New Orleans, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

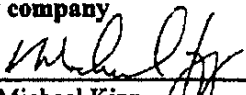
**Service North, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

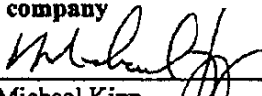
**Service North- Central, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

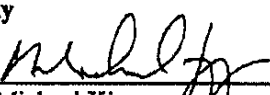
**Service Oklahoma City, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

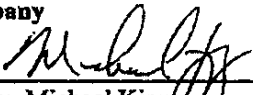
**Service Philadelphia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

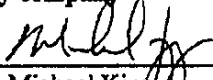
**Service Phoenix, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

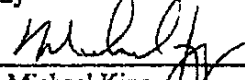
**Service Portland, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

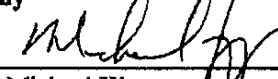
**Service Salt Lake City, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

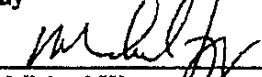
**Service Seattle, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

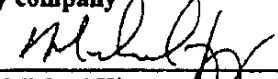
**Service South, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

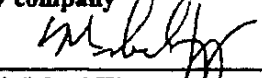
**Service St. Louis, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Tallahassee, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Tri-Cities, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager


**Service Virginia, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

**Service Western Pennsylvania, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager

**SHFC Finance, LLC, a Florida limited liability company**

By:   
Name: Michael Kipp  
Title: Sole Manager