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(Requestor's Name)

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PICK-UP WAIT MAIL

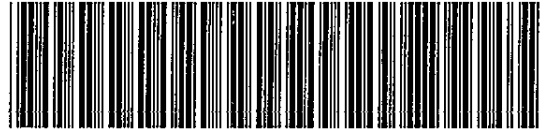
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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04 JAN -2 AM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials

RECEIVED
04 JAN -2 PM 2:41
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 372963 5034981
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 125.00

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04 JAN -2 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 2003
ORDER TIME : 2:11 PM
ORDER NO. : 372963-020
CUSTOMER NO: 5034981

CUSTOMER: Efy Distefano
Watsco, Inc.
Suite 901
2665 South Bayshore Drive
Coconut Grove, FL 33133

RECEIVED
04 JAN -5 PM 2:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WATSCO INVESTMENTS I, INC.

INTO

WATSCO INVESTMENTS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 5, 2004

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: WATSCO INVESTMENTS I, INC.
Ref. Number: M34646

04 JAN -2 AM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Resubmit

We have received your document for WATSCO INVESTMENTS I, INC. and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The amount required to file the merger will be \$95.00 for the 3 entities plus \$30.00 for the certified copy. The TOTAL would be \$125.00.

The document should also make reference to compliance with 608.4382. And the document must give the NAMES and ADDRESSES of the MANAGERS or MANAGING MEMBERS of the surviving LLC. And you must also list the street address of the surviving LLC.

The articles of merger must reflect that the surviving entity 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.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 804A00000198

ARTICLES OF MERGER

of

WATSCO INVESTMENTS I, INC.,
a Florida corporation

and

WATSCO INVESTMENTS II, INC.,
a Florida corporation

into

WATSCO INVESTMENTS LLC
a Delaware limited liability company

M346
M3442
M04
04 JAN -2 AM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 and 608.4382, and the Florida Business Corporation Act, WATSCO INVESTMENTS I, INC., a Florida corporation ("Watsco I") and wholly owned subsidiary of WATSCO, INC., a Florida corporation ("Parent"), WATSCO INVESTMENTS II, INC., a Florida corporation ("Watsco II") and wholly owned subsidiary of Parent, and WATSCO INVESTMENTS LLC, a Delaware limited liability company and wholly owned subsidiary of Parent ("Surviving Company"), hereby adopt the following Articles of Merger for the purpose of merging Watsco I and Watsco II with and into Surviving Company (the "Merger").

First: The agreement and plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1105 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

Second: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida and the filing of a Certificate of Merger with the Secretary of State of the State of Delaware.


Third: The Plan of Merger was adopted by the boards of directors and sole shareholders of each of Watsco I and Watsco II by unanimous written consent in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act.

Fourth: 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.

Fifth: The address of the surviving entity is as follows, Watsco Investments, 2665 S. Bayshore Drive, Suite 901, Coconut Grove, FL 33133.


IN WITNESS WHEREOF, each of Watsco I, Watsco II and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 31st day of December, 2003.

WATSCO INVESTMENTS I, INC.

By: 

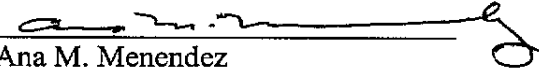
Barry S. Logan
Vice President

WATSCO INVESTMENTS II, INC.

By: 

Barry S. Logan
Vice President

WATSCO INVESTMENTS LLC

By: 

Ana M. Menendez
Manager

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan"), dated as of December 31, 2003, provides for the merger of WATSCO INVESTMENTS I, INC., a Florida corporation ("Watsco I") and wholly owned subsidiary of WATSCO, INC., a Florida corporation ("Parent"), and WATSCO INVESTMENTS II, INC., a Florida corporation ("Watsco II") and wholly owned subsidiary of Parent, with and into WATSCO INVESTMENTS LLC, a Delaware limited liability company and wholly owned subsidiary of Parent ("Surviving Company") and together with Watsco I and Watsco II, the "Constituent Companies").

WHEREAS, all of the outstanding shares of capital stock of the Watsco I and Watsco II are held by Parent; and

WHEREAS, 100% of the membership interests of the Surviving Company are held by Parent; and

WHEREAS, the boards of directors of Watsco I and Watsco II and the sole member of Surviving Company have determined that it is advisable and in the best interests of Parent and the Constituent Companies that Watsco I and Watsco II be merged into Surviving Company, with Surviving Company being the surviving company, on the terms and conditions set forth in this Plan (the "Merger"); and

WHEREAS, Parent as sole shareholder of Watsco I and Watsco II has approved the Merger; and

WHEREAS, Parent as sole member of Surviving Company has approved the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Watsco I, Watsco II and Surviving Company agree as follows:

1. **The Merger**. Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act and Delaware Limited Liability Company Act, at the Effective Time (as defined below), Watsco I and Watsco II shall be merged with and into Surviving Company and thereupon the separate existence of Watsco I and Watsco II shall cease, and Surviving Company, as the surviving company, shall continue to exist under and be governed by the Delaware Limited Liability Company Act.

2. **Filing**. Watsco I, Watsco II and Surviving Company will cause (i) Articles of Merger that are in compliance with the provisions of applicable Florida law to be executed and filed with the Secretary of State of the State of Florida (the "Articles of Merger") and (ii) a Certificate of Merger that is in compliance with the provisions of applicable Delaware law to be executed and filed with the Secretary of State of the State of Delaware (the "Certificate of Merger").

3. **Effective Date and Time of Merger**. The Merger shall become effective immediately upon the filing of the Articles of Merger and Certificate of Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, respectively (such time is referred to as the "Effective Time").

Exhibit A

4. **Certificate of Formation and Operating Agreement.** Upon the effectiveness of the Merger, the Certificate of Formation of Surviving Company shall be the Certificate of Formation of the surviving company. The Operating Agreement of Surviving Company shall be the Operating Agreement of the surviving company.

5. **Managers and Officers.** The directors of Watsco I and Watsco II at the Effective Time shall cease to serve in such capacity with the surviving company. The Managers and officers of Surviving Company at the Effective Time shall remain the Managers and officers of the surviving company; in each case, such Managers and officers to serve until their successors have been duly elected and qualified in accordance with the Operating Agreement of Surviving Company.

6. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of Parent or any other entity (i) all shares of Watsco I common stock, par value ____, outstanding at the Effective Time and (ii) all shares of Watsco II common stock, par value ____, outstanding at the Effective Time shall automatically be converted, in the aggregate, into the right to receive 100% of the membership interests of Surviving Company outstanding at the Effective Time.

7. **Tax Characterization.** The Constituent Companies stipulate that for United States tax reporting purposes Surviving Company will be classified as a "disregarded entity" under Internal Revenue Code Section 7701 and United States Treasury Regulations thereunder, and that the Merger will be characterized and reported by them as the complete liquidation of Watsco I and Watsco II into Parent, which owns 100% of the membership interests of Surviving Company pursuant to Internal Revenue Code Section 332 and the United States Treasury Regulations thereunder.


8. **Effect of Merger.** Upon the Effective Time, Surviving Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Companies, and all obligations belonging to or due to the Constituent Companies, all of which shall be vested in Surviving Company without further act or deed. Surviving Company shall be liable for all the obligations of the Constituent Companies; any claim existing, or action or proceeding pending, by or against the Constituent Companies, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or Surviving Company may be substituted in its place; and all the rights of creditors of the Constituent Companies shall be preserved unimpaired.

9. **Managers.** The managers of the surviving company are: _____
Barry S. Logan, 2665 S. Bayshore Drive, Suite 901, Coconut Grove, FL 33133
Ana M. Menendez, 2665 S. Bayshore Drive, Suite 901, Coconut Grove, FL 33133.

Exhibit A


IN WITNESS WHEREOF, each of the Constituent Companies has caused this Agreement and Plan of Merger to be signed in its corporate name and on its behalf by an authorized officer, on this 31st day of December 2003.

WATSCO INVESTMENTS I, INC.

By: 


Barry S. Logan
Vice President

WATSCO INVESTMENTS II, INC.

By: 

Barry S. Logan
Vice President

WATSCO INVESTMENTS LLC

By: 

Barry S. Logan
Manager